

MARVEL

the **AMAZING SPIDER-MAN[®]**



THE COMPLETE BEN REILLY EPIC
BOOK 2

the AMAZING SPIDER-MAN

THE COMPLETE BEN REILLY EPIC



the AMAZING SPIDER-MAN

THE COMPLETE BEN REILLY EPIC

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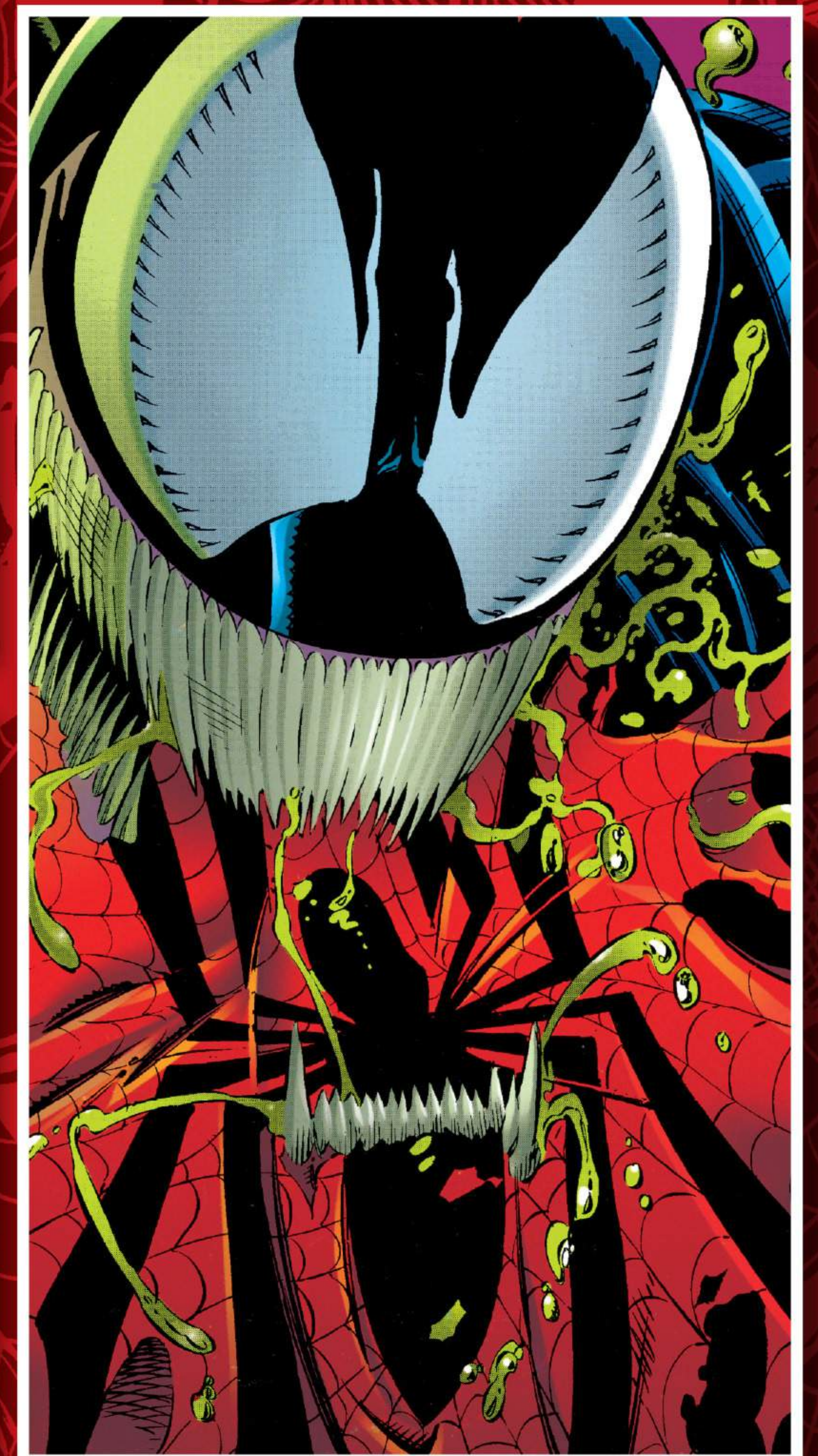
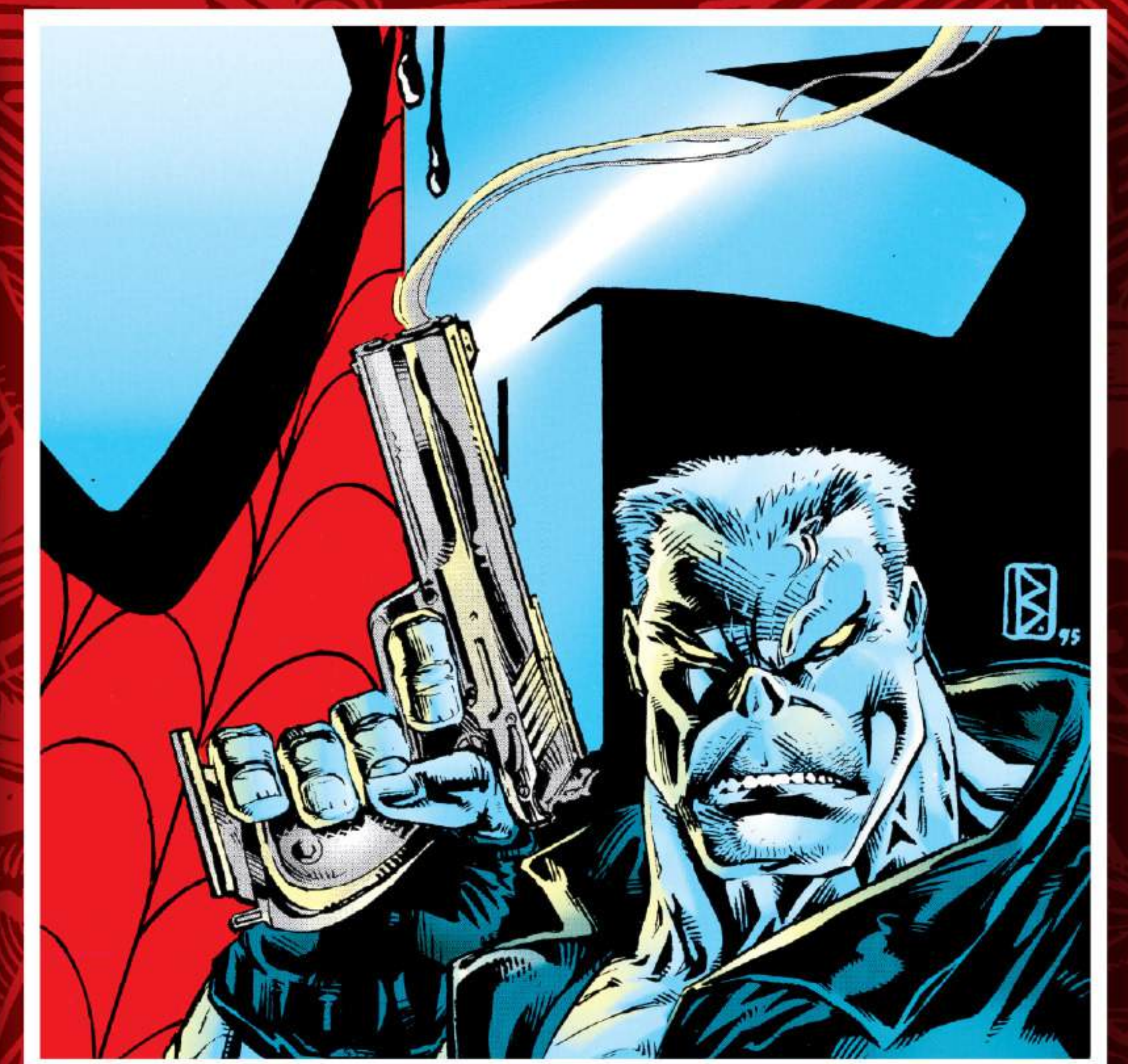
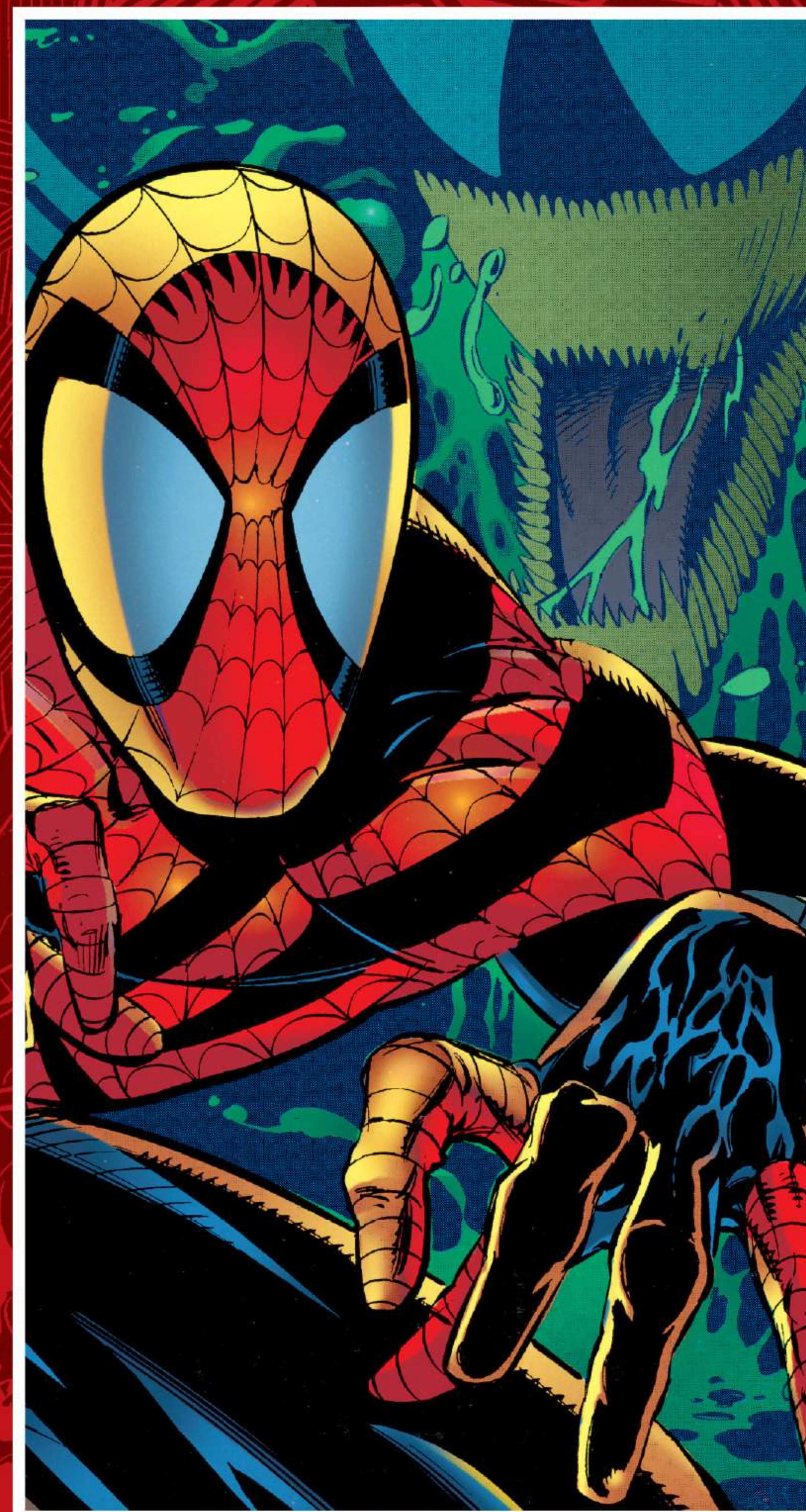
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THE RETURN OF... THE AMAZING SPIDER-MAN®

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\$1.50
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MARVEL®
SPIDER-MAN
GROUP



SAND TRAP!

HIS GIVEN NAME IS **PETER PARKER**. WHILE IN HIGH SCHOOL HE WAS BITTEN BY A RADIOACTIVE SPIDER AND ENDOWED WITH AMAZING POWERS, WHICH HE HAS SINCE USED TO PROTECT THE INNOCENT AND BATTLE EVIL. NOW HE CALLS HIMSELF **BEN REILLY**, AND, AS A COSTUMED CRIMEFIGHTER, HE CONTINUES HIS CRUSADE... FOR HE UNDERSTANDS THAT WITH GREAT POWER COMES GREAT RESPONSIBILITY!
STAN LEE PRESENTS: THE AMAZING SPIDER-MAN!

★★★★
Final

DAILY



BUGLE

THE PICTURE NEWSPAPER

50c

Partly cloudy. chance of snow High 25-30 Details p. 2

I'M
A LITTLE
DISAPPOINTED
WITH THIS FRONT
PAGE, JOE.

THE
HEADLINE'S A
REAL GRABBER,
BUT THIS GRAPHIC
DOESN'T REALLY
JUMPOUT AT
ME.

WHATEVER HAPPENED TO SPIDER-MAN?!?

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Questions surround the fate of original
wall-crawler! Stories begin on page 3.

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BLASTS FROM THE PAST!



FRANKLY, I'M SURPRISED YOU DIDN'T PULL ONE OF PARKER'S OLD ACTION SHOTS OUT OF THE FILES!

SPEAKING OF PARKER, YOU HEAR ANYTHING SINCE HE AND HIS WIFE WENT OFF TO HAVE THEIR BABY?

NOT A WORD.

WHAT'S YOUR OPINION ON THIS LEAD STORY, JONAH?

DO YOU REALLY THINK THERE'S A NEW SPIDER-MAN IN TOWN?



GOD...

WHAT A REVOLTING THOUGHT!

IT'S A REAL POSSIBILITY! AFTER ALL, THE ORIGINAL GUY DISAPPEARED A FEW WEEKS AGO!

WASN'T HE RECENTLY SIGHTED IN PORTLAND, OREGON?



UNCONFIRMED! BUT WE DO KNOW SOMEBODY WEARING A NEW VERSION OF HIS COSTUME WAS SPOTTED NEAR CENTENNIAL UNIVERSITY LAST WEEK!

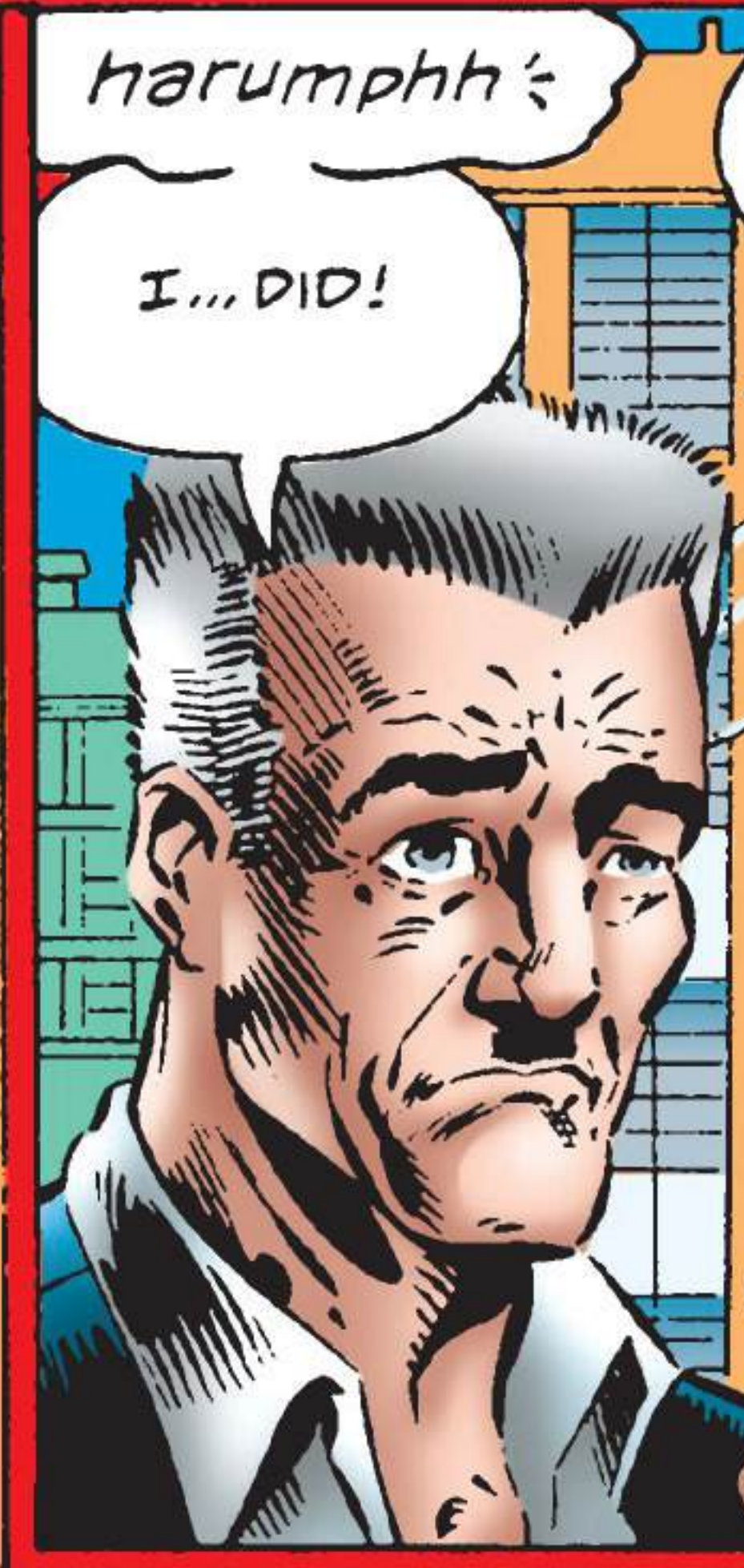
MAYBE HE JUST GOT TIRED OF THE OLD SUIT...

I CERTAINLY HAD ENOUGH OF IT!



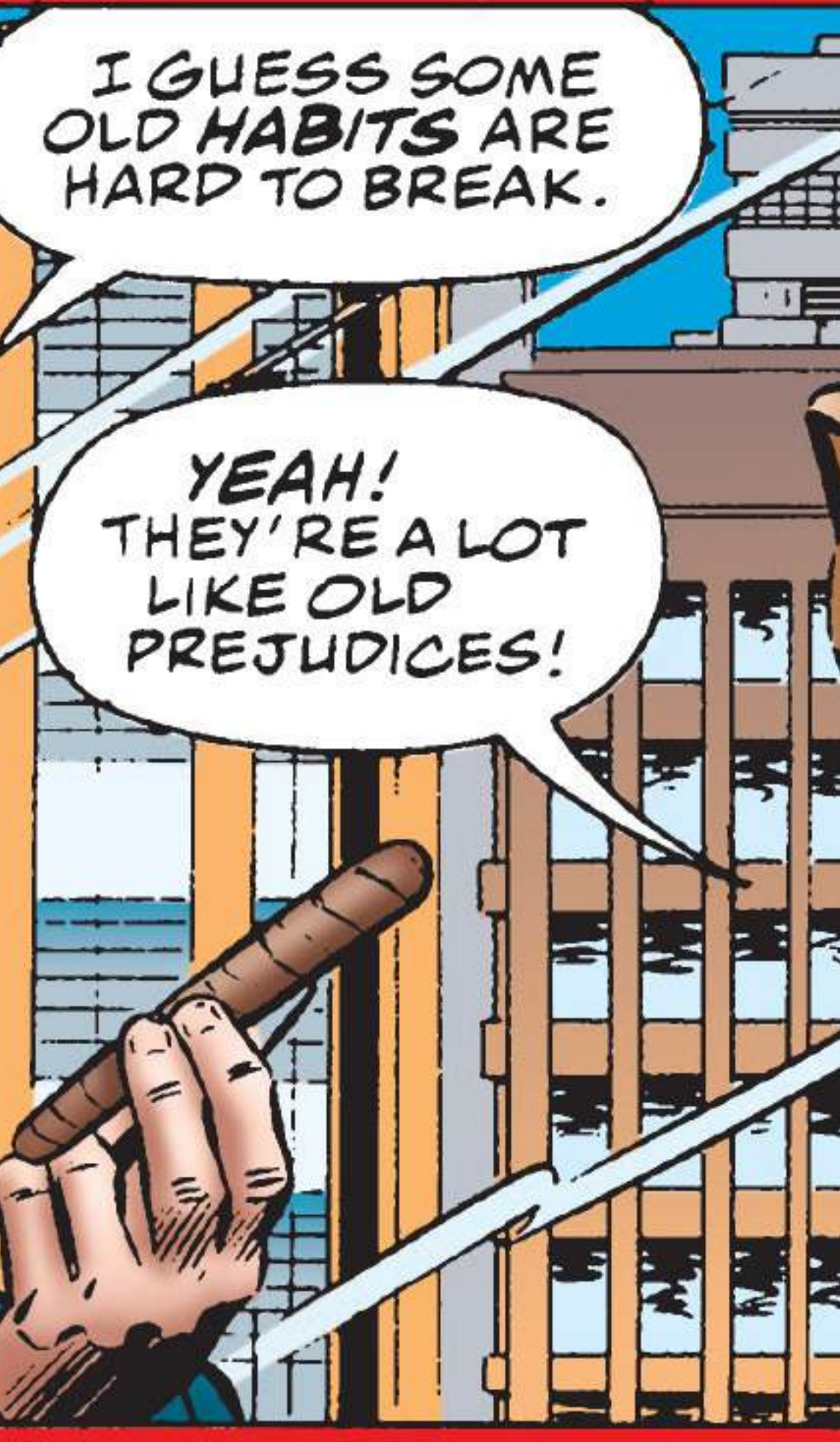
WHAT ARE YOU DOING--?!

I THOUGHT YOU SWORE OFF CIGARS!



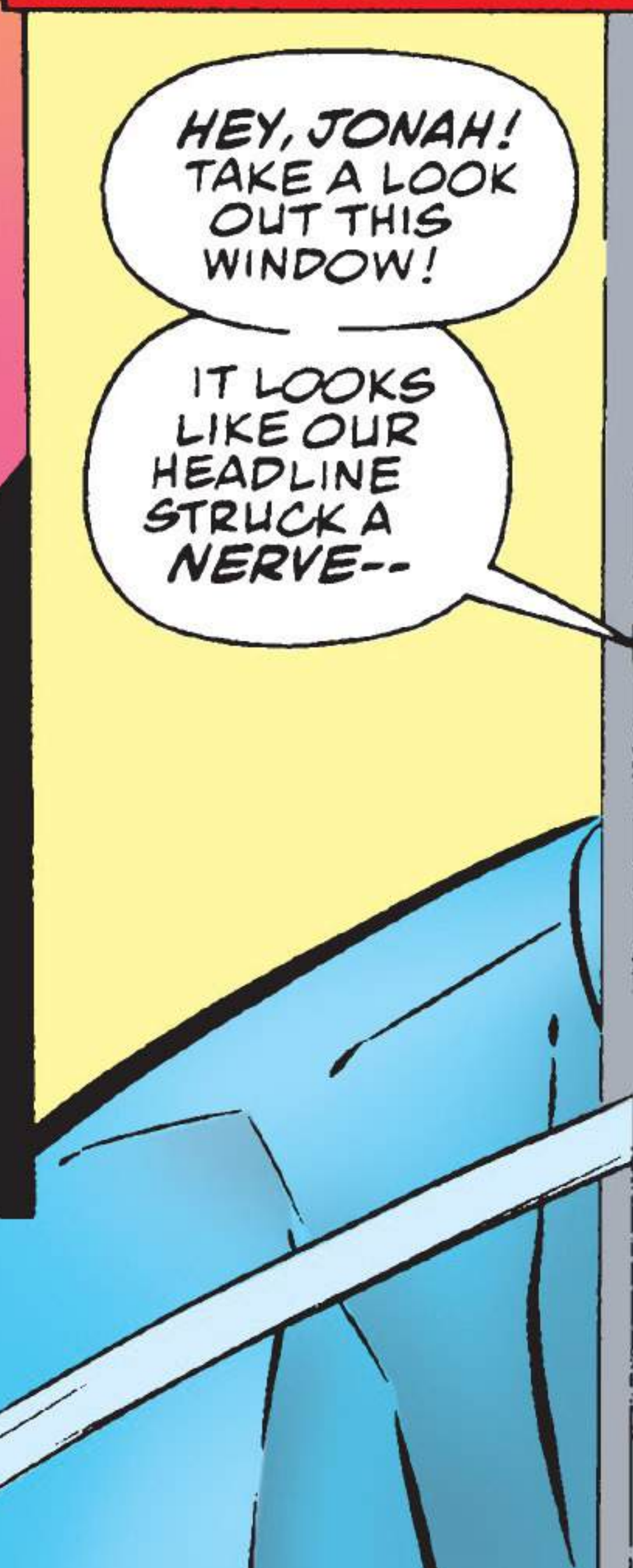
harumphh~

I... DID!



I GUESS SOME OLD HABITS ARE HARD TO BREAK.

YEAH! THEY'RE A LOT LIKE OLD PREJUDICES!



HEY, JONAH! TAKE A LOOK OUT THIS WINDOW!

IT LOOKS LIKE OUR HEADLINE STRUCK A NERVE--



"--AND WE'RE NOT THE ONLY ONES CURIOUS ABOUT SPIDER-MAN'S CURRENT SITUATION!"

THE STREETS ARE PRACTICALLY BOILING OVER WITH WILD AND CRAZY RUMORS ABOUT MY OL' WEB-HEADED HOMEBOY!

MAYBE SPIDEY AND I HAVEN'T EXACTLY BEEN THE BEST OF BUDS OVER THE YEARS, BUT HE RECENTLY CAME THROUGH FOR ME...*

*AS SHOWN IN SPIDER-MAN UNLIMITED #5.

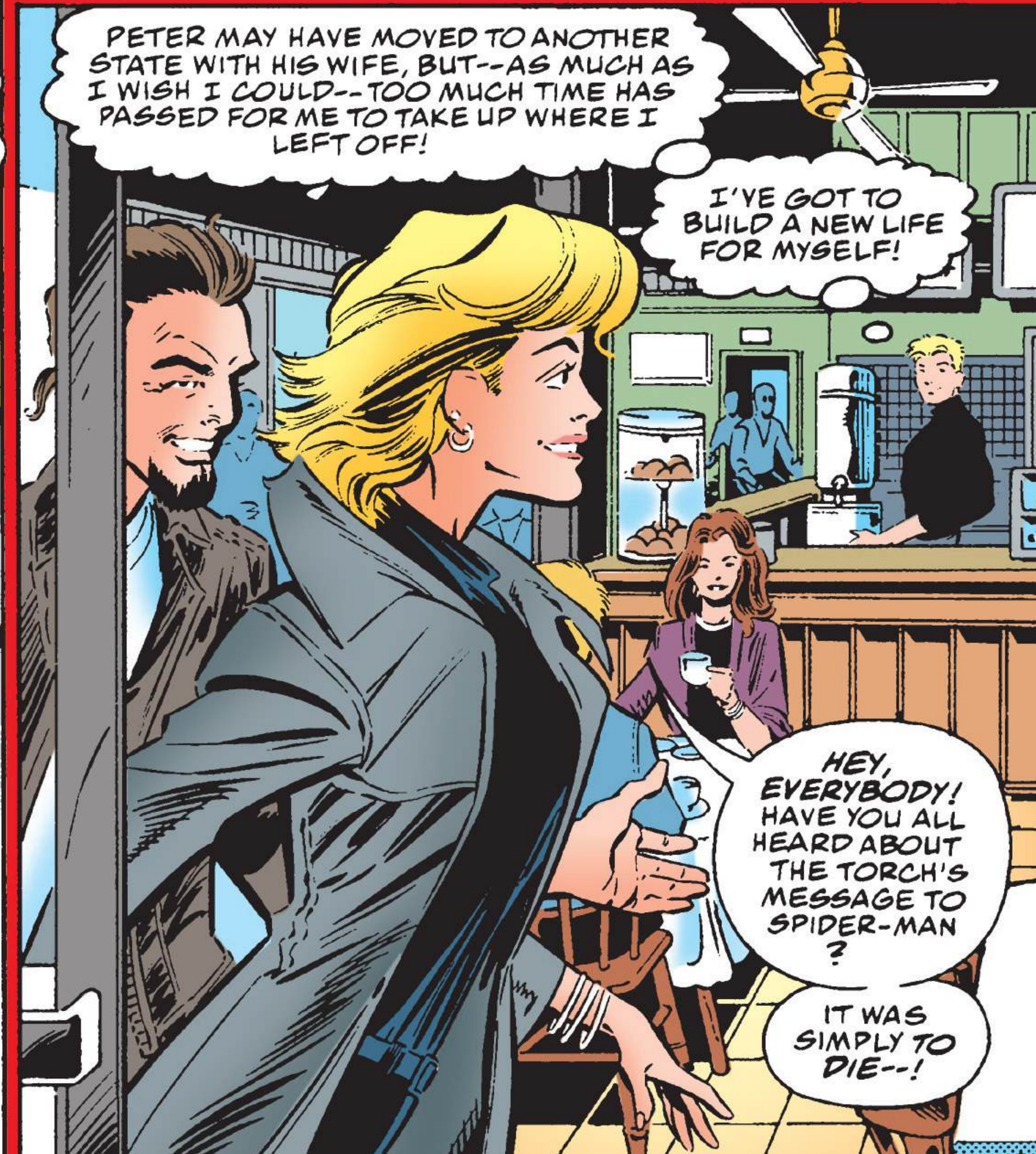
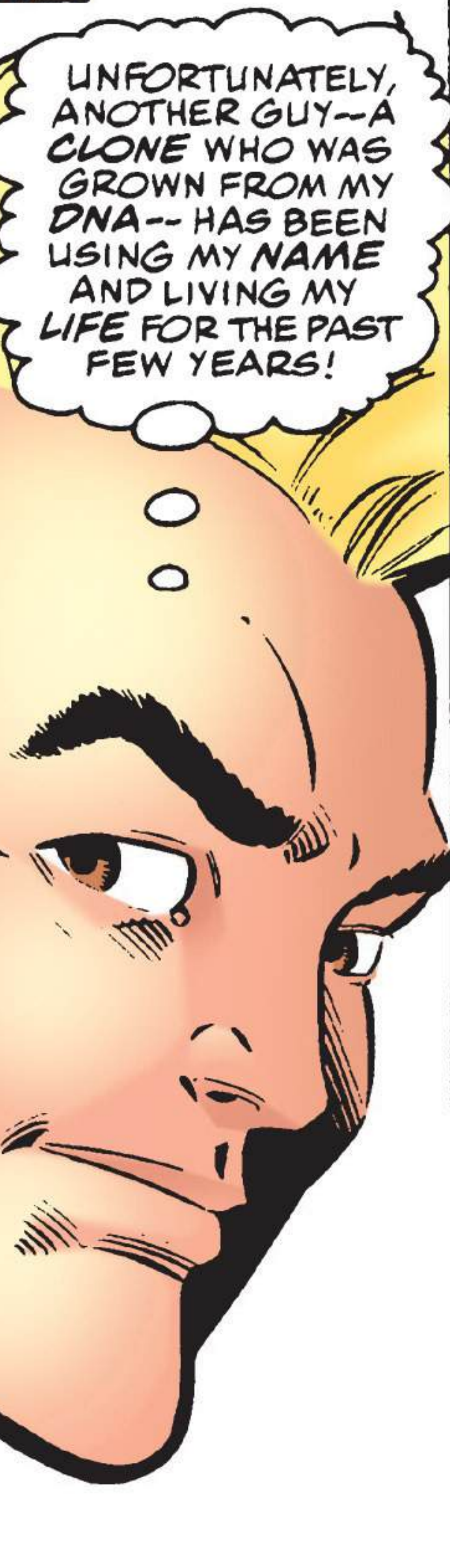
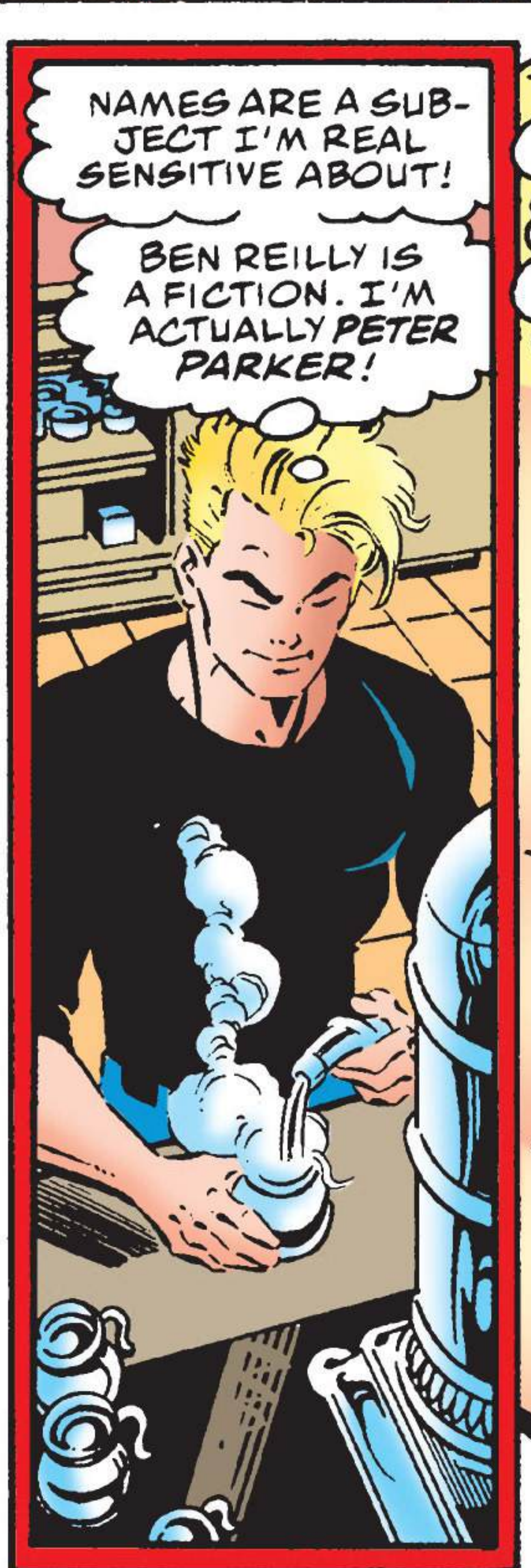
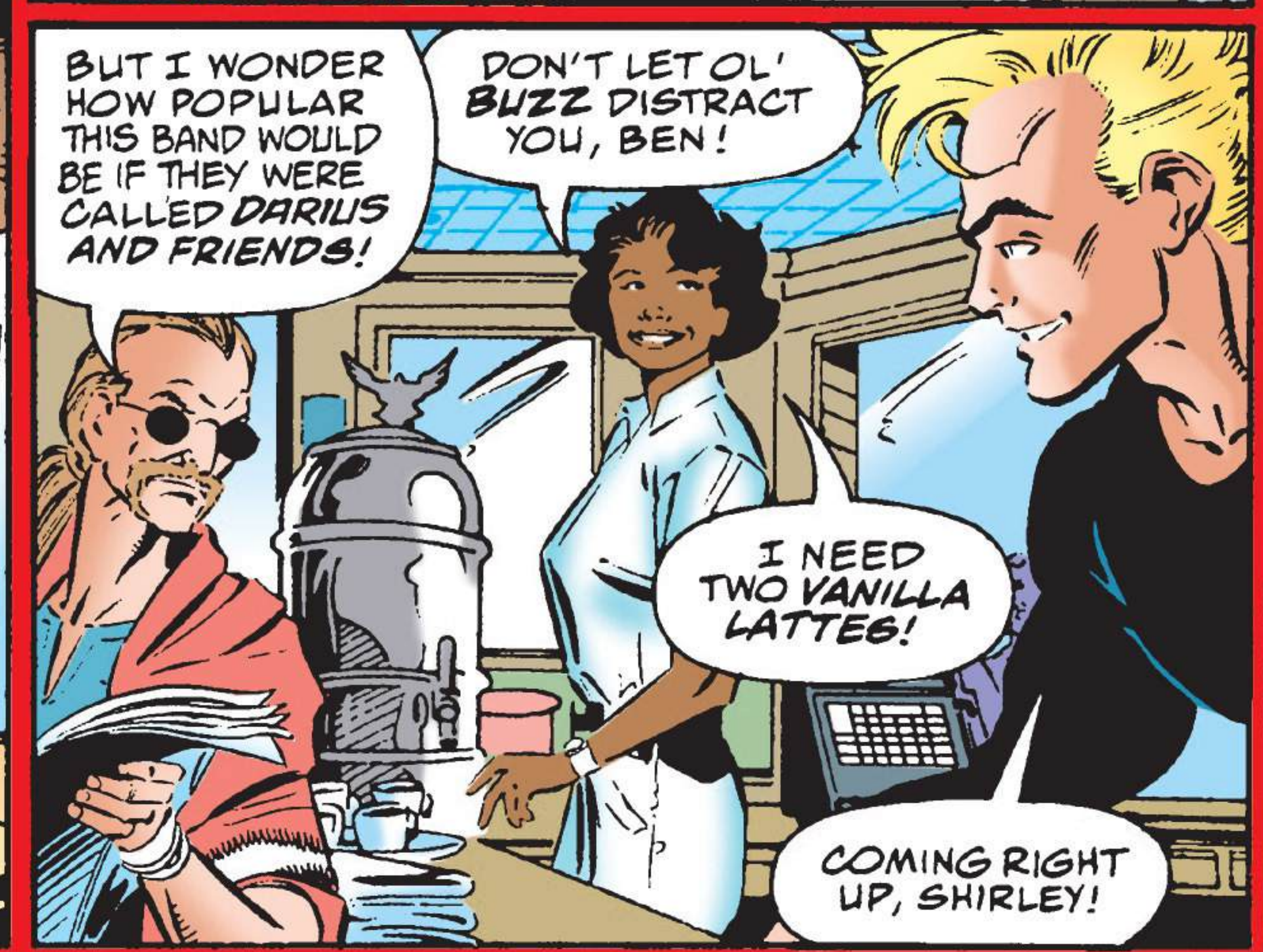
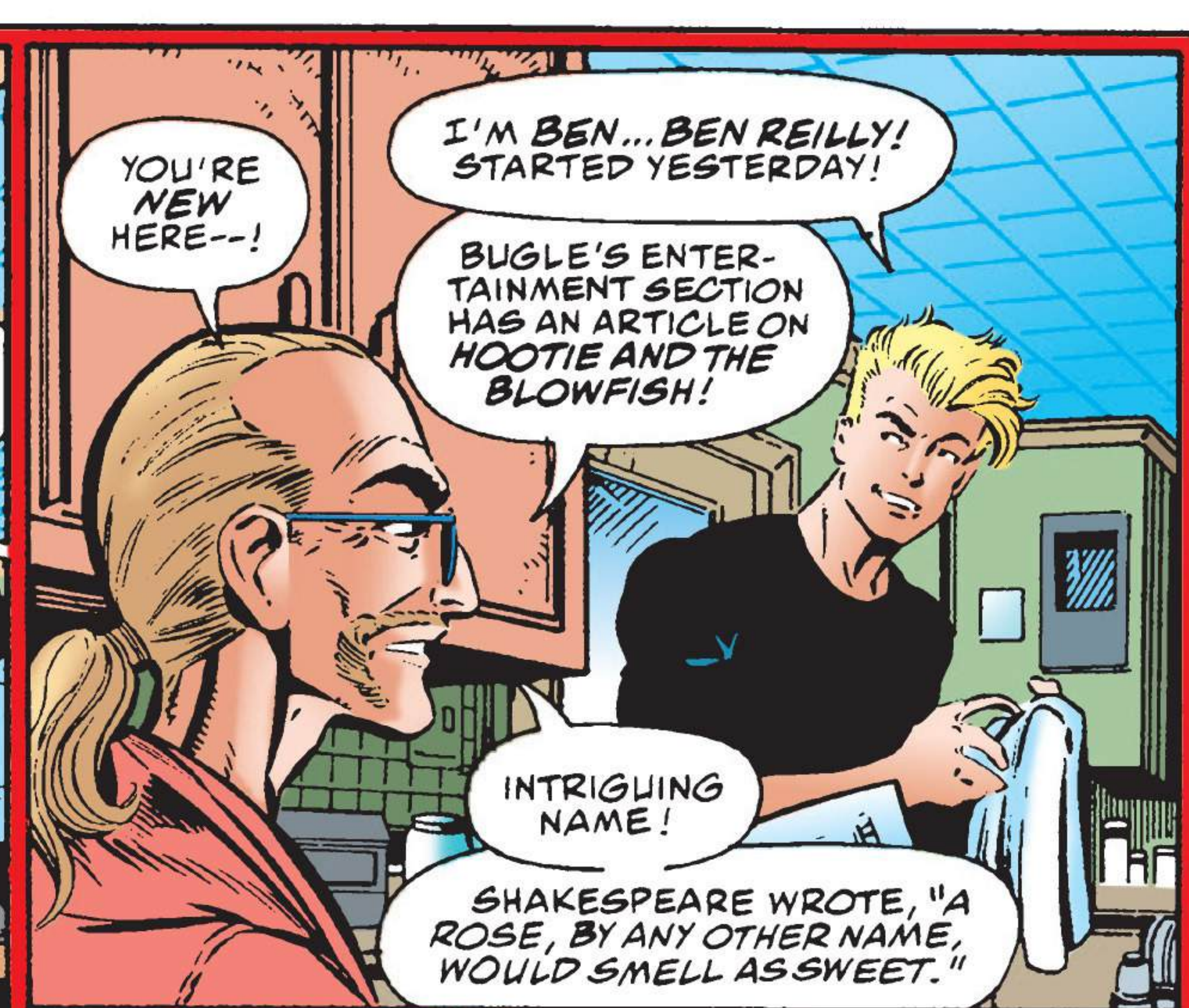
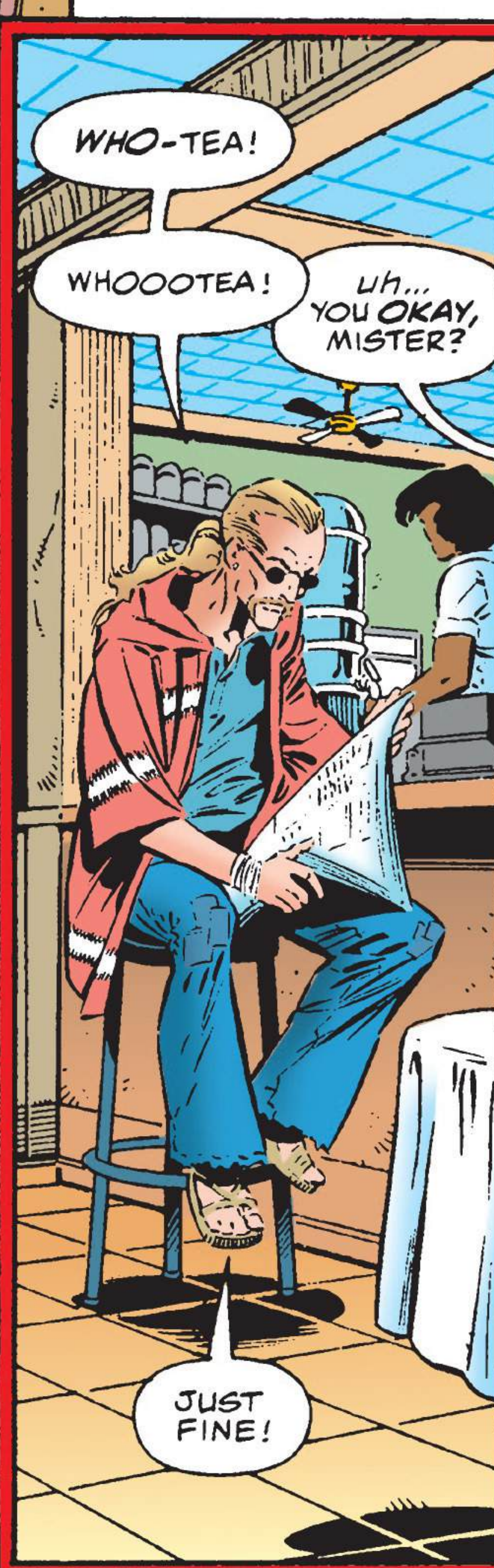
IT'S TIME I RETURNED THE FAVOR!

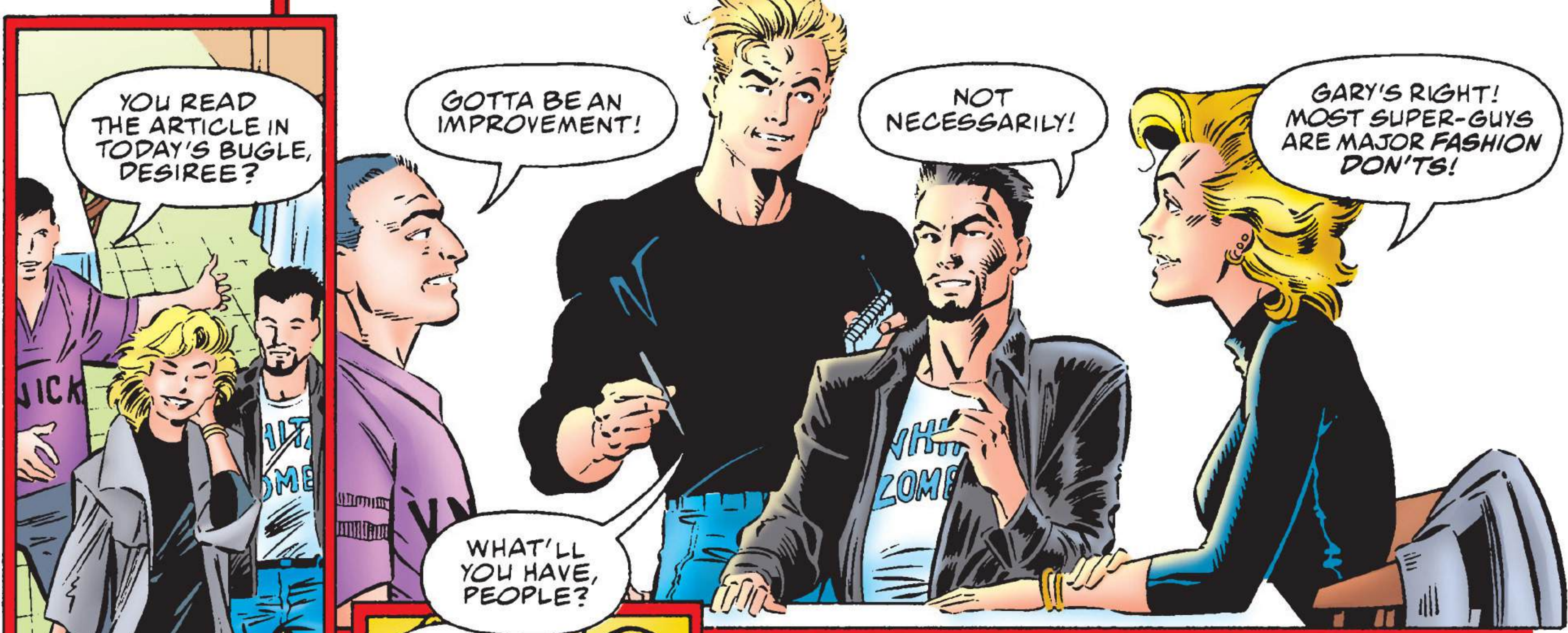
I OWE IT TO HIM TO LEARN WHAT'S REALLY GOING ON!

IS HE MERELY TRYING TO UPDATE HIS LOOK... OR HAS SOMEONE ELSE COPPED HIS GIG?!

IF HE'S ANYWHERE NEAR MANHATTAN, HE'S BOUND TO SEE OR HEAR ABOUT MY FLAMING INVITATION--

--AND ONLY THE REAL SPIDER-MAN WILL KNOW THE LOCATION OF OUR REGULAR MEETING SITE!





YOU READ THE ARTICLE IN TODAY'S BUGLE, DESIREE?

GOTTA BE AN IMPROVEMENT!

NOT NECESSARILY!

GARY'S RIGHT! MOST SUPER-GUYS ARE MAJOR FASHION DON'TS!

WHAT'LL YOU HAVE, PEOPLE?

HEY! I KNOW YOU--!*

YOU CLEAN UP REAL GOOD, AND THE HAIR IS TOTALLY FLY!

WITH A SOCIAL CALENDAR AS JAMMED AS MINE, WHO HAS TIME FOR NEWSPAPERS?!

ALTHOUGH I DID HEAR THE WEB-GUY UPDATED HIS LOOK!

*BEN MET DESIREE IN SENSATIONAL#O!--Bob.

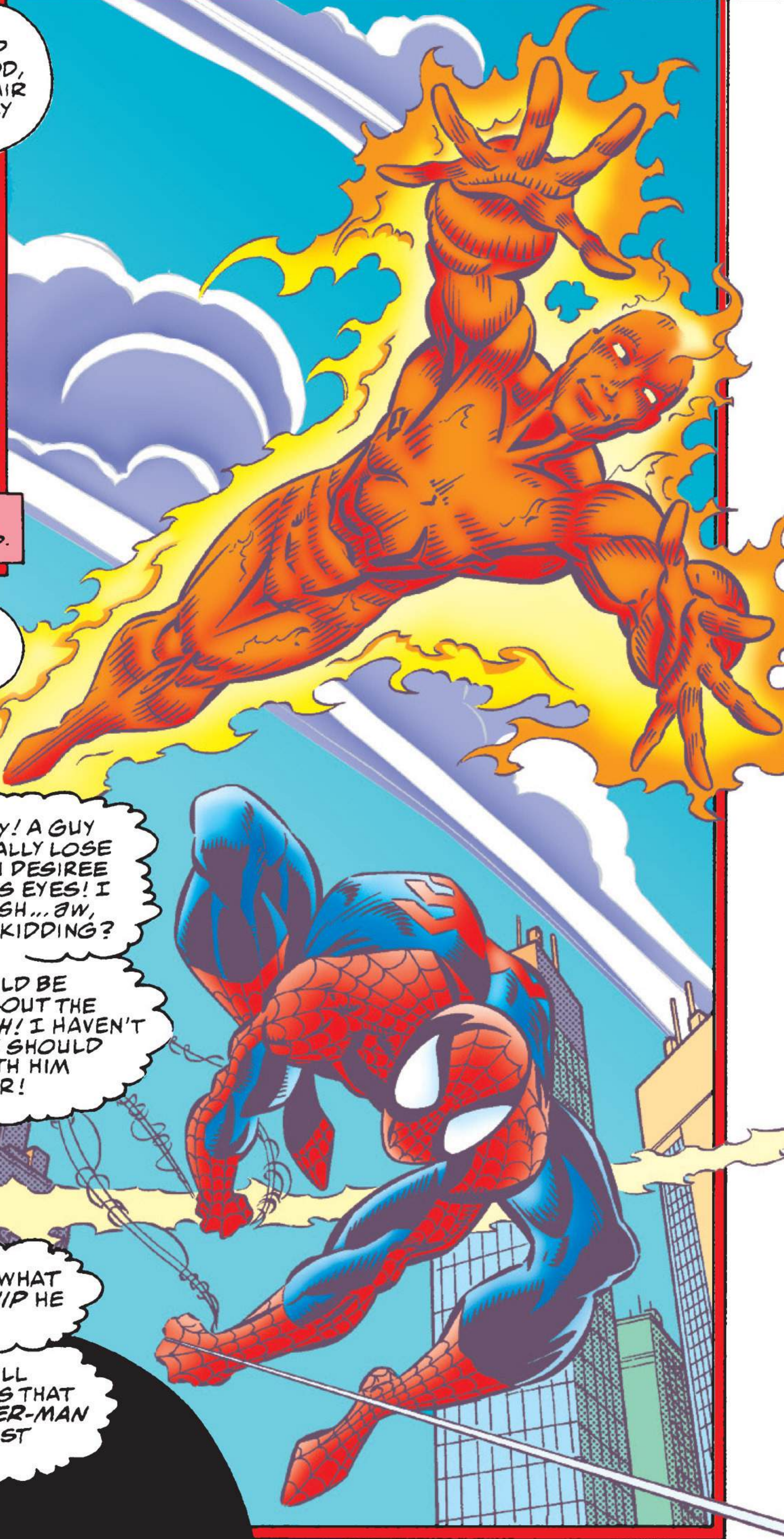
UH, THANKS! NOW, ABOUT YOUR ORDER...

hoo-boy! A GUY COULD REALLY LOSE HIMSELF IN DESIREE WINTHROP'S EYES! I ALMOST WISH... SW, WHO AM I KIDDING?

I SHOULD BE THINKING ABOUT THE HUMAN TORCH! I HAVEN'T DECIDED IF I SHOULD LINK UP WITH HIM LATER!

I'VE GOT NO IDEA WHAT KIND OF RELATIONSHIP HE HAD WITH PETER!

WHO KNOWS HOW HE'LL REACT WHEN HE REALIZES THAT I'M NOT THE SAME SPIDER-MAN HE'S KNOWN FOR THE PAST FIVE YEARS?!



AT THAT VERY MOMENT, AT THE EAST 53RD STREET ADDRESS OF THE SYMKARIAN EMBASSY...

THE AMBASSADOR INFORMS ME THAT OUR NEW RECRUITS HAVE ARRIVED--

--AND THEY HAVE ALREADY REPORTED TO THE GYM!

SWELL!

ANY SPECIAL INSTRUCTIONS--?

GO EASY ON THEM. THEY'RE NEW TO FIELD WORK.

GOTCHA!

I GUESS YOU WANT ME TO RUN A STANDARD ENDURANCE TEST.

AND SO, SHORTLY...

WELCOME TO AMERICA... AND THE WILD PACK!

AS YOU ALL KNOW, **SILVER SABLE INCORPORATED** IS SYMKARIA'S MAJOR INDUSTRY!

OUR **SECURITY SERVICES** ARE IN DEMAND AROUND THE ENTIRE WORLD!

YOU CITIZENS HAVE ALL WORKED HARD FOR A PLACE ON THIS TEAM!

A FIELD ASSIGNMENT IS AN HONOR... A PRIVILEGE... NOT A BIRTHRIGHT!

YOU MUST CONSTANTLY PROVE THAT YOU ARE THE VERY BEST SYMKARIA HAS TO OFFER!

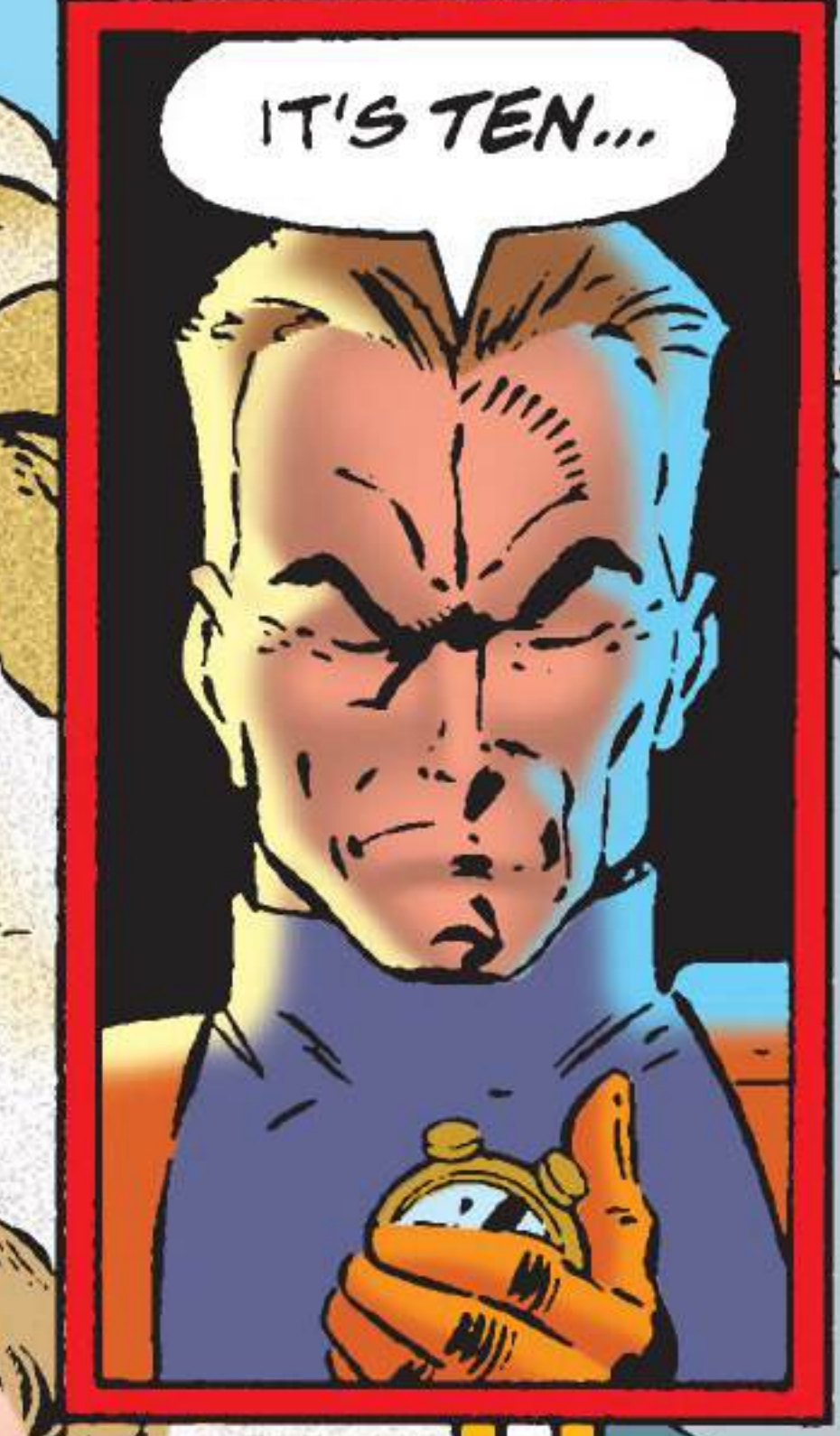
YOU MUST BE STRONG, COURAGEOUS AND VIGILANT!

AN ATTACK COULD COME AT ANY TIME--





PWA-DUFF!



PWA-KK!



SPWAAT!



PWOOM!



KILL THE CLOCK!

YOU GUYS DID OKAY FOR YOUR FIRST TIME OUT!

UH... THANKS!

MY PLEASURE!
I'M SURE...!



THIS GROUP SHOWS
REAL POTENTIAL,
SILVER!

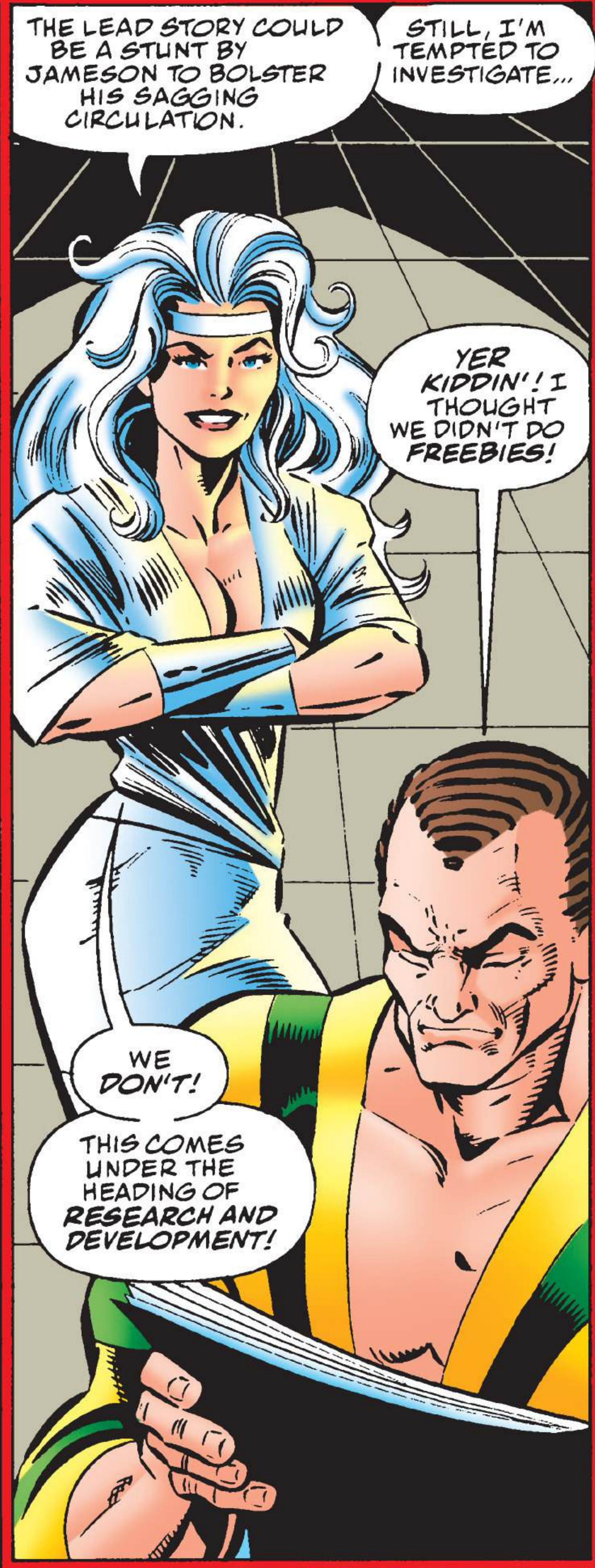
I SAW. FIFTEEN
SECONDS! HOW LONG
BEFORE THEY LAST
TWENTY?

GIMME A WEEK--
MAYBE TWO--TA
HARDEN 'EM UP!



DAILY - BUGLE
WHATEVER HAPPENED
TO
SPIDER-MAN?

HAVE
YOU SEEN
TODAY'S
DAILY
BUGLE?



THE LEAD STORY COULD
BE A STUNT BY
JAMESON TO BOLSTER
HIS SAGGING
CIRCULATION.

STILL, I'M
TEMPTED TO
INVESTIGATE...

YER
KIDDIN'! I
THOUGHT
WE DIDN'T DO
FREEBIES!

WE
DON'T!

THIS COMES
UNDER THE
HEADING OF
RESEARCH AND
DEVELOPMENT!



THOUGH HE WAS NOT ONE
OF OUR REGULAR FREE-
LANCERS, THE OLD
SPIDER-MAN OFTEN
PROVED A USEFUL
ALLY.

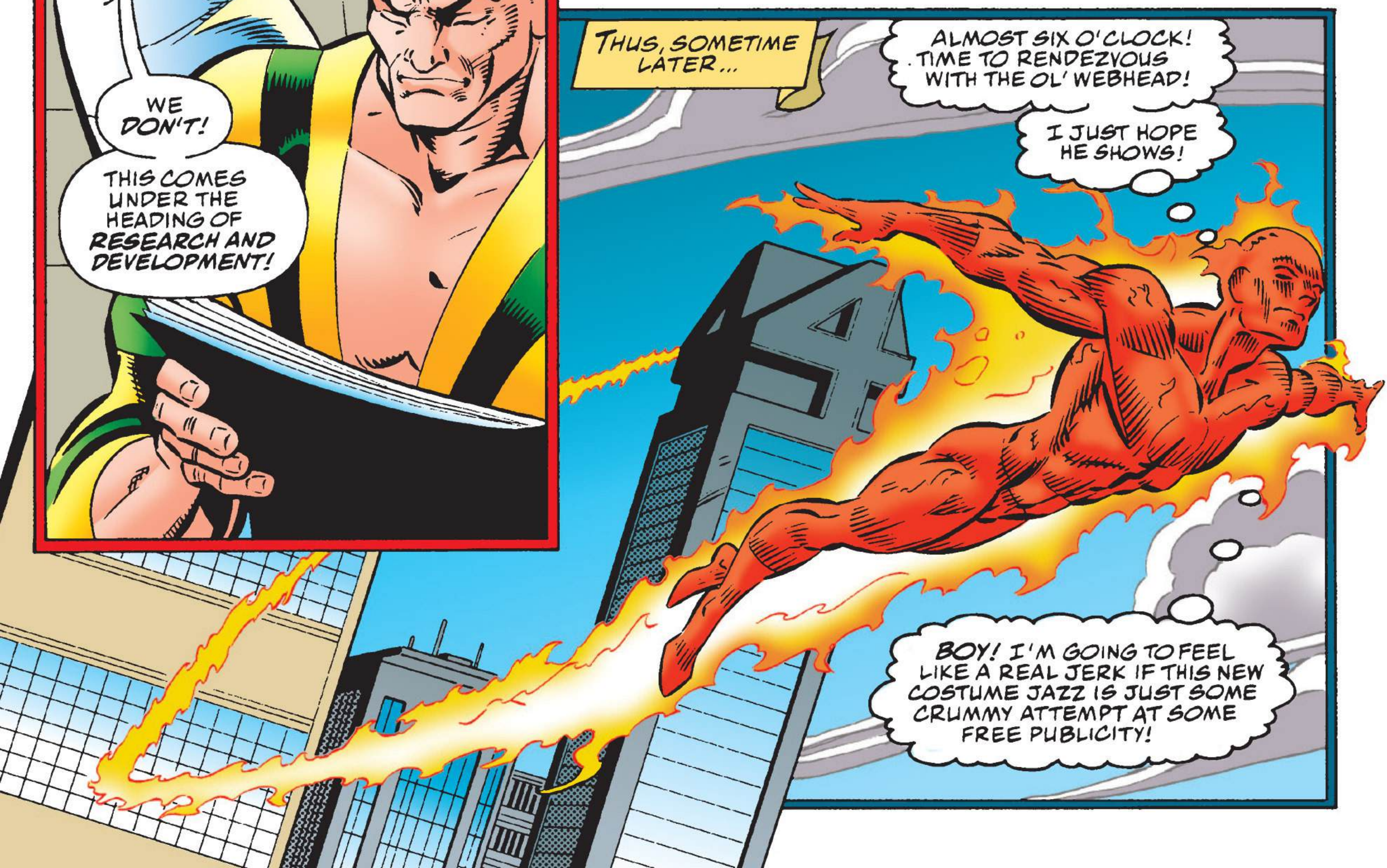


IT BEHOOVES US
TO LEARN IF HE
HAS, INDEED,
BEEN
REPLACED.

I HOPE YOU
AIN'T PLANNIN'
TA RUN AN
ENDURANCE
TEST ON HIM!

ME? DON'T
BE SILLY!

THAT'S
YOUR
JOB!



THUS, SOMETIME
LATER...

ALMOST SIX O'CLOCK!
TIME TO RENDEZVOUS
WITH THE OL' WEBHEAD!

I JUST HOPE
HE SHOWS!

BOY! I'M GOING TO FEEL
LIKE A REAL JERK IF THIS NEW
COSTUME JAZZ IS JUST SOME
CRUMMY ATTEMPT AT SOME
FREE PUBLICITY!



AGENT 14 TO SYMKARIA ONE!
I AM TRACKING
THE HUMAN
TORCH!



HE IS
CURRENTLY
MOVING TO
THE WEST...IN
THE DIRECTION
OF AGENT
27!

I GOT HIM,
AGENT 14--



--AND HIS FINAL
DESTINATION
APPEARS TO BE
THE **STATUE OF
LIBERTY!**

BUT, EVEN AS THIS CRITICAL
BIT OF INFORMATION IS
QUICKLY RELAYED TO
SILVER SABLE...



HI-HO,
FLAME-BRAIN!
THERE'S NO NEED TO
BURN UP THE SKIES
FOR LITTLE OL'
ME!

SPIDER-MAN!
I SEE YOU GOT MY
MESSAGE!

WHO COULD
MISS IT? YOU'VE
GOT ABOUT THE
WORST CASE OF
SUBTLETY DEFICIT
DISORDER I'VE
EVER SEEN!

WHAT'S THE BIG
EMERGENCY?

I'VE RECENTLY
LEARNED THAT YOU
ARE IN SERIOUS
DANGER!



SOMEONE
INTENDS TO
KILL YOU!

REALLY?

YOU GOT
ANY IDEA
WHO--?



AS A MATTER OF FACT, I DO--!

LIKE EVERYONE ELSE IN THIS GREAT CITY, I HATE YOU!

YOU'RE NOTHING BUT AN INSUFFERABLE INSECT! A WALL-CRAWLING FREAK!



YOU'RE TOO FAST! TOO STRONG AND AGILE!

I COULDN'T RISK GIVING YOU A FIGHTING CHANCE, SO I DELIBERATELY LURED YOU UP HERE WHERE I HAD THE ADVANTAGE!

YOU ARE TOAST, MY FRIEND! YOU CAN'T POSSIBLY AVOID MY DEADLY FLAME!

AARGHH!

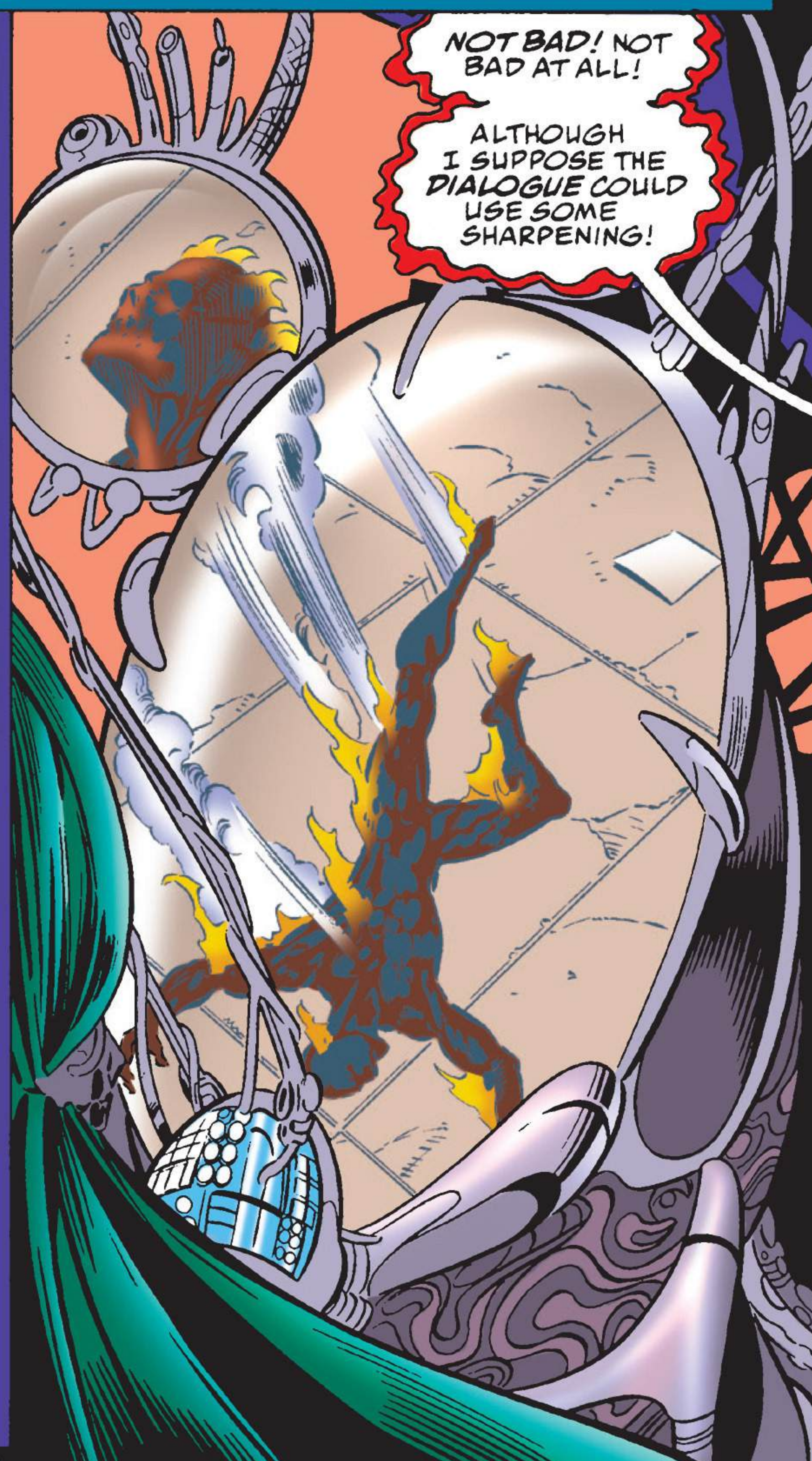


NIGHTY-NIGHT, PEABRAIN!

IT'S A LOOOOONG WAY TO THE GROUND--

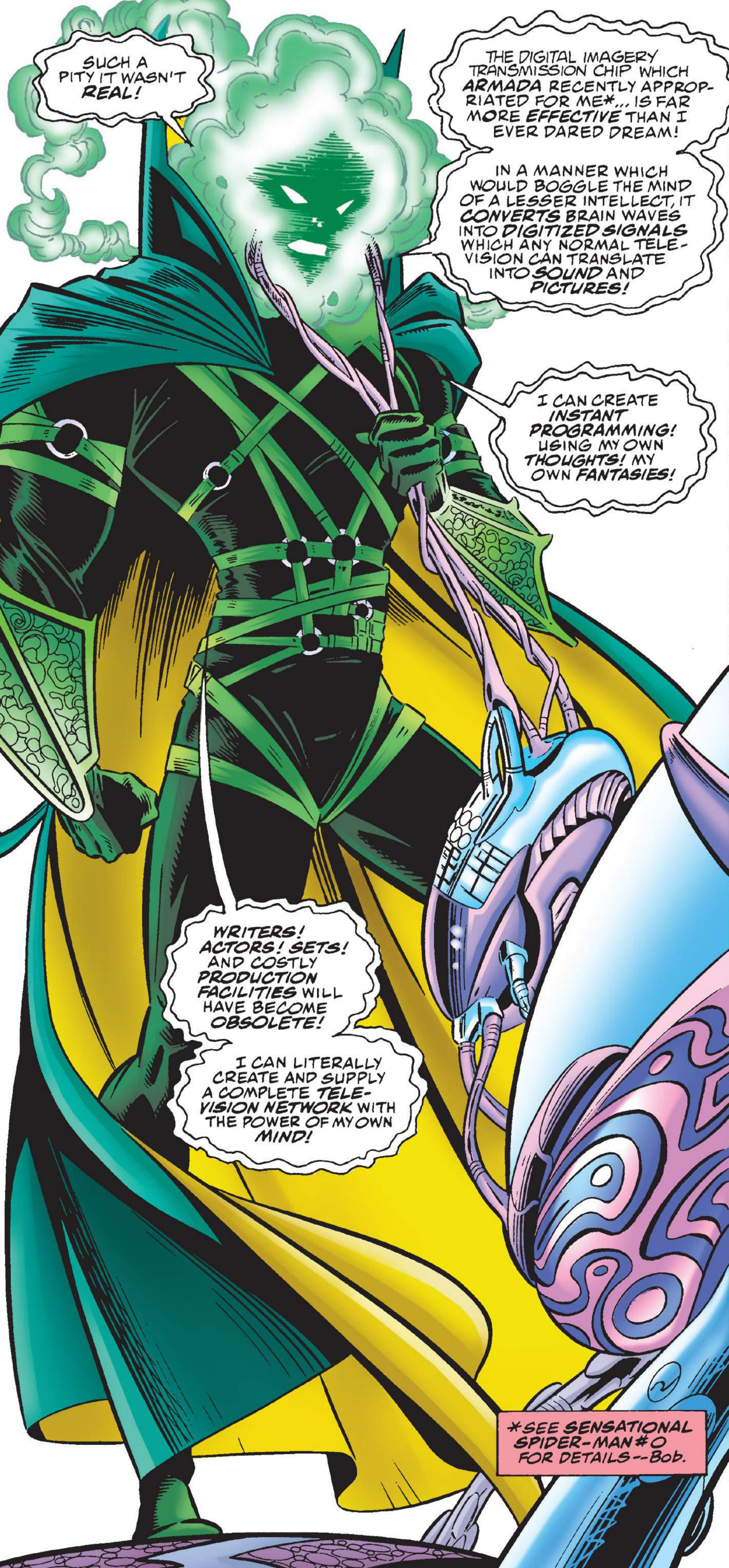
--AND IT'S THE LAST TRIP YOU'LL EVER MAKE!

HA-HA-HA!



NOT BAD! NOT BAD AT ALL!

ALTHOUGH I SUPPOSE THE DIALOGUE COULD USE SOME SHARPENING!



SUCH A
PITY IT WASN'T
REAL!

THE DIGITAL IMAGERY
TRANSMISSION CHIP WHICH
ARMADA RECENTLY APPROP-
RIATED FOR ME*... IS FAR
MORE EFFECTIVE THAN I
EVER DARED DREAM!

IN A MANNER WHICH
WOULD BOGGLE THE MIND
OF A LESSER INTELLECT, IT
CONVERTS BRAIN WAVES
INTO DIGITIZED SIGNALS
WHICH ANY NORMAL TELE-
VISION CAN TRANSLATE
INTO SOUND AND
PICTURES!

I CAN CREATE
INSTANT
PROGRAMMING!
USING MY OWN
THOUGHTS! MY
OWN FANTASIES!

WRITERS!
ACTORS! SETS!
AND COSTLY
PRODUCTION
FACILITIES WILL
HAVE BECOME
OBSOLETE!

I CAN LITERALLY
CREATE AND SUPPLY
A COMPLETE TELE-
VISION NETWORK WITH
THE POWER OF MY OWN
MIND!

*SEE SENSATIONAL
SPIDER-MAN #0
FOR DETAILS--Bob.

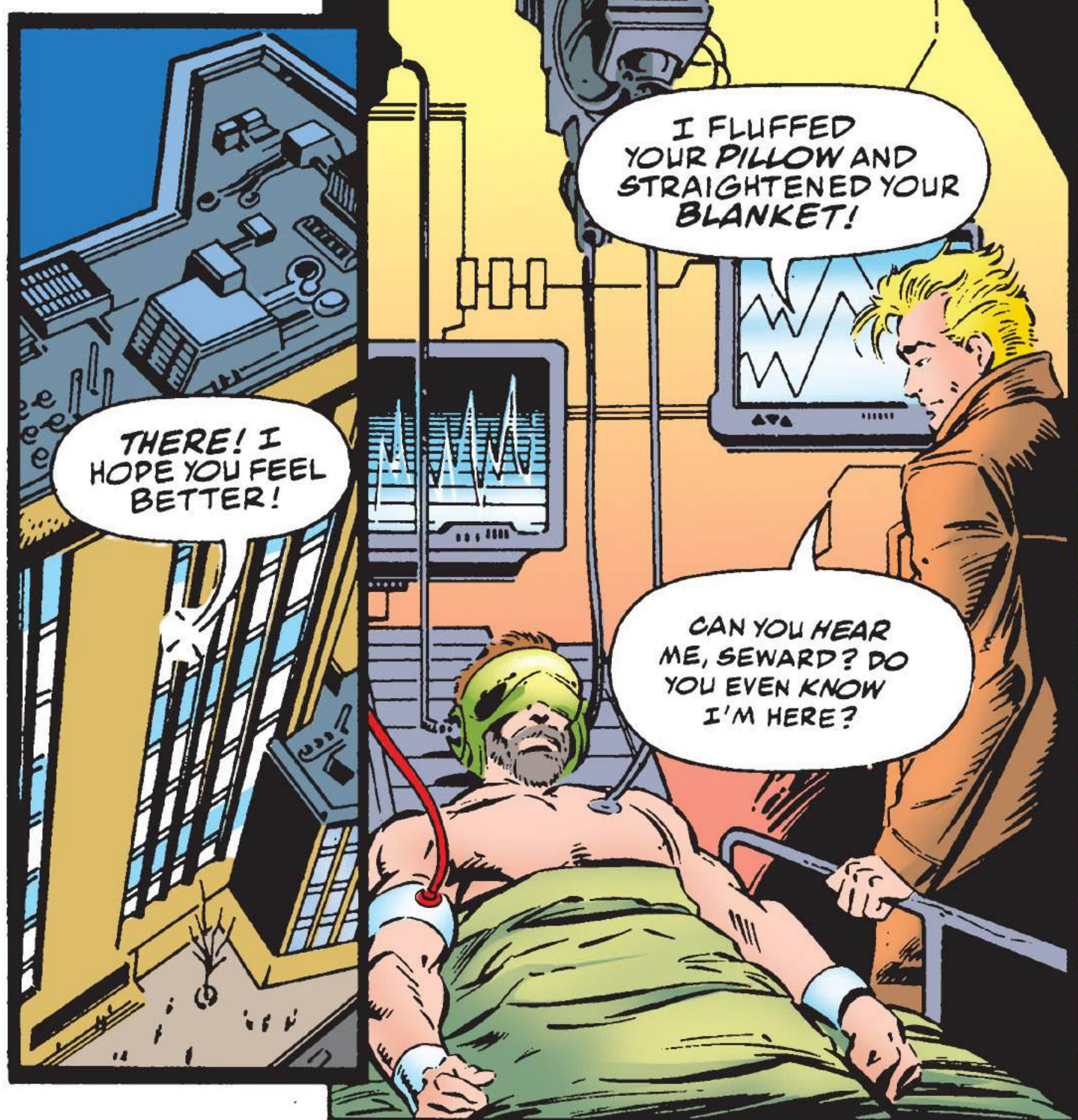
IN THIS AGE OF
INFORMATION...

...THE GREATEST
POWER BELONGS TO
WHOEVER RULES THE
AIRWAVES!

AND SOON--
VERY SOON--
THAT SHALL BE
MYSTERIO!

AND I WILL CELEBRATE
BY ACHIEVING A LONG-
CHERISHED DREAM...

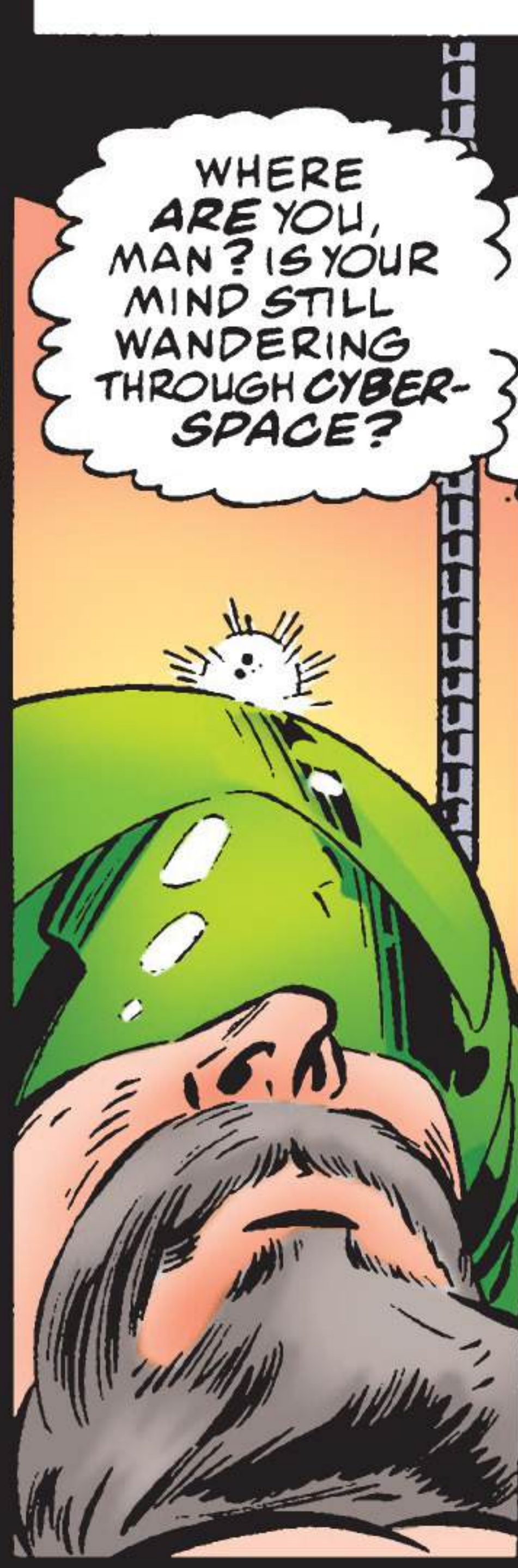
...THE TOTAL
DESTRUCTION OF
SPIDER-MAN!



I FLUFFED
YOUR PILLOW AND
STRAIGHTENED YOUR
BLANKET!

THERE! I
HOPE YOU FEEL
BETTER!

CAN YOU HEAR
ME, SEWARD? DO
YOU EVEN KNOW
I'M HERE?

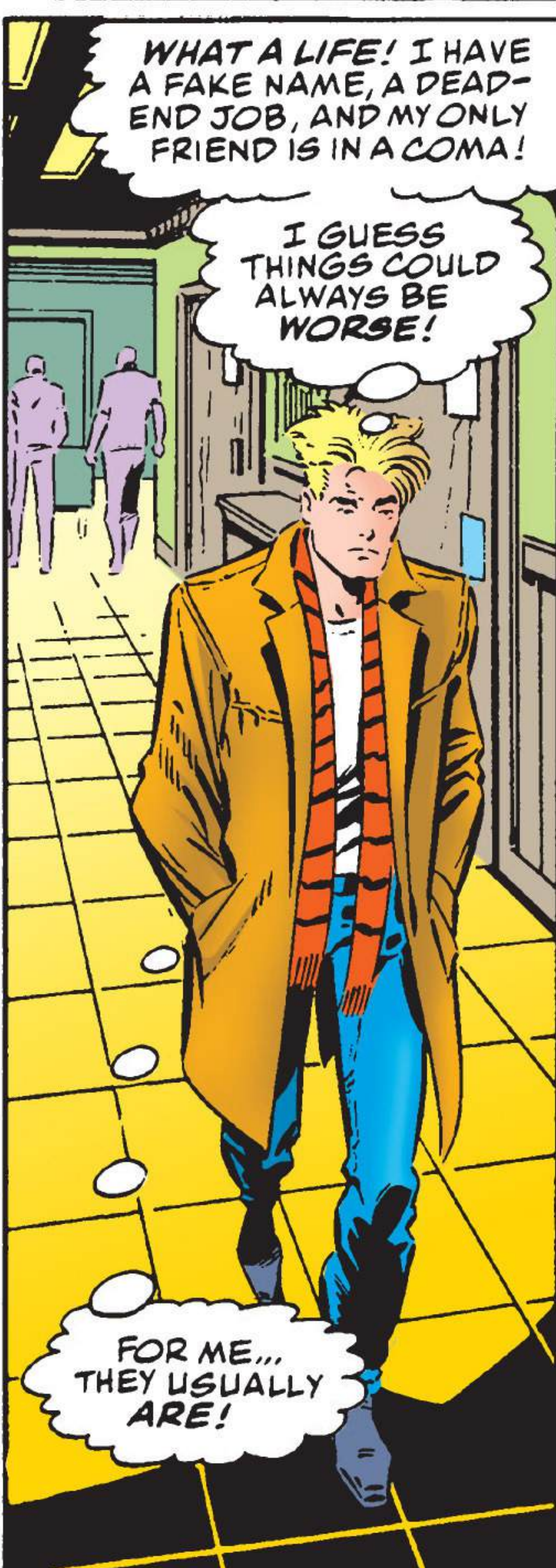


WHERE
ARE YOU,
MAN? IS YOUR
MIND STILL
WANDERING
THROUGH CYBER-
SPACE?

YOU GOTTA WAKE
UP! YOU JUST GOTTA!
THE LONGER YOU REMAIN
IN THIS COMA, THE LESS
CHANCE YOU HAVE OF EVER
REGAINING THE FULL
USE OF YOUR BODY!



I... I'LL STOP IN AGAIN
TOMORROW, PAL!



WHAT A LIFE! I HAVE
A FAKE NAME, A DEAD-
END JOB, AND MY ONLY
FRIEND IS IN A COMA!

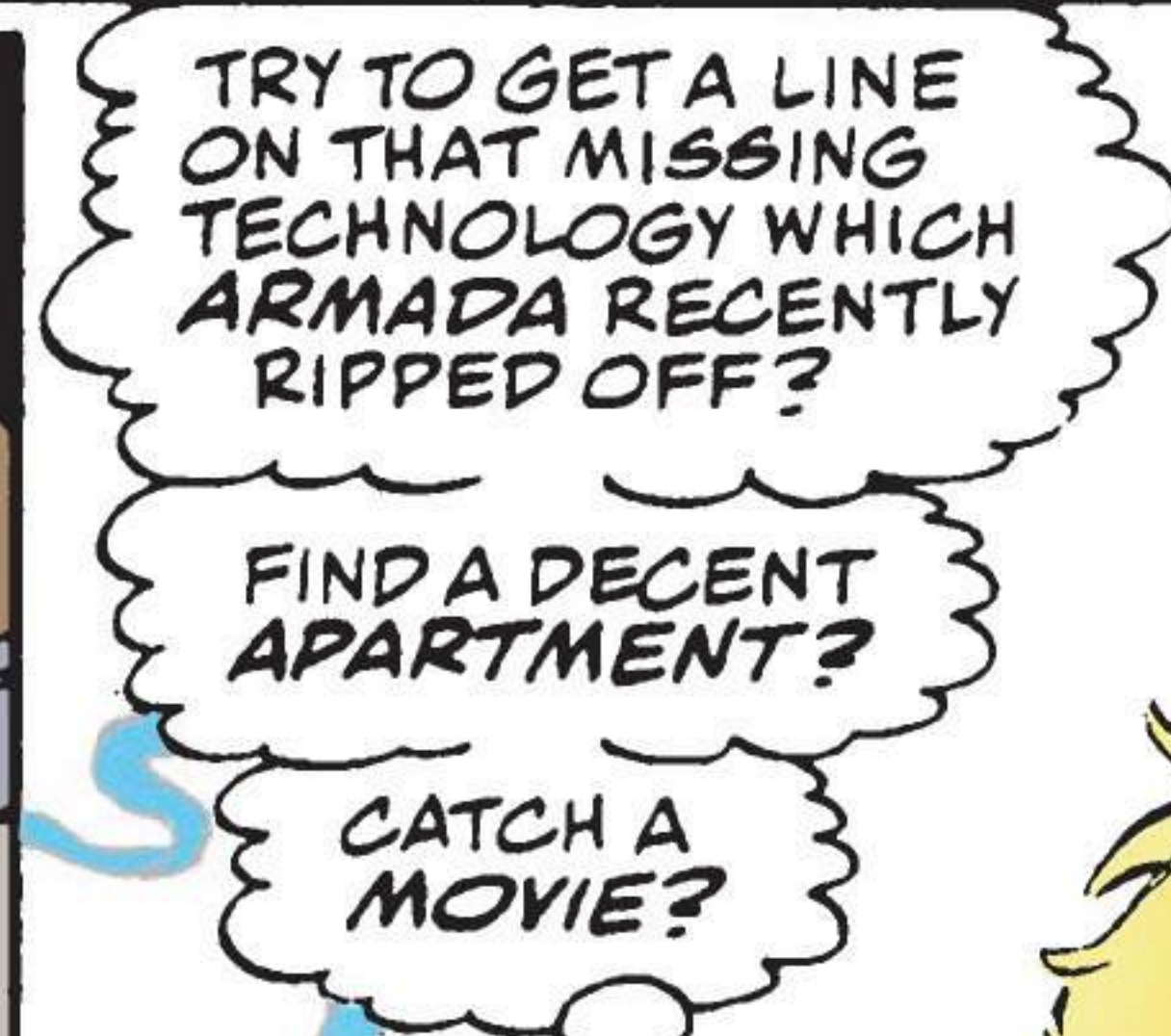
I GUESS
THINGS COULD
ALWAYS BE
WORSE!

FOR ME...
THEY USUALLY
ARE!



AT LEAST I CAN TAKE
SOME COMFORT IN THE
FACT THAT I KNOW WHO
I REALLY AM!

OKAY! I HAVE THE
WHOLE EVENING AHEAD
OF ME... WHAT SHOULD
I DO?



TRY TO GET A LINE
ON THAT MISSING
TECHNOLOGY WHICH
ARMADA RECENTLY
RIPPED OFF?

FIND A DECENT
APARTMENT?

CATCH A
MOVIE?

WHIP UP
SOME MORE
WEB FLUID?

HAVE A
LEISURELY
DINNER?

OR, ENJOY A
NIGHT OUT WITH A
CERTAIN FLAME-
COVERED CLOWN?



AND SO...

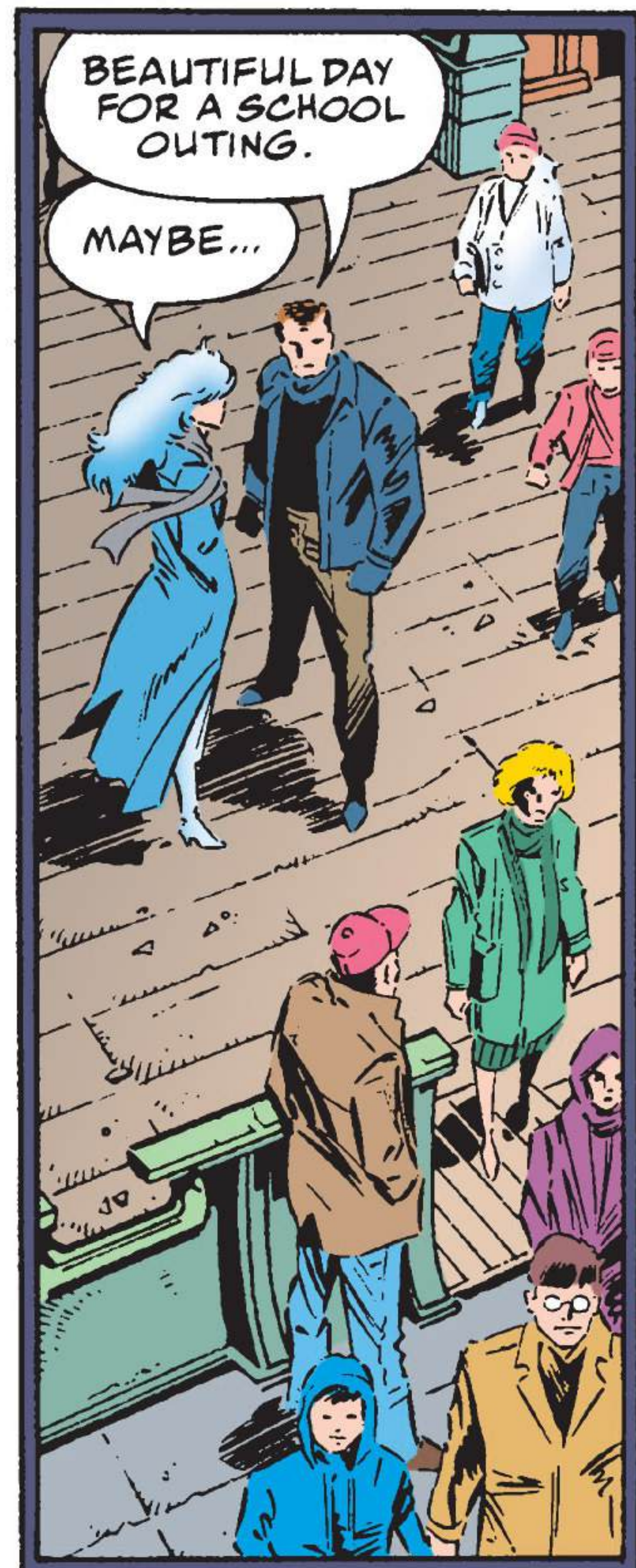
STAY TOGETHER, CLASS!

LEWIS IS BREATHING ON ME, MRS. PLATT!

AM NOT!

WHY DID I VOLUNTEER TO BE A CLASS CHAPERONE?

KILLER SHARKS ARE EASIER ON THE NERVES THAN SECOND GRADERS!



BEAUTIFUL DAY FOR A SCHOOL OUTING.

MAYBE...

...BUT WE'RE NOT HERE TO ENJOY THE SIGHTS!

SPIDER-MAN CAN'T FLY LIKE THE TORCH. IF LIBERTY ISLAND IS THEIR RENDEZVOUS POINT, HE MAY BE ON THIS FERRY.

HOW SHOULD I PLAY HIM?

I HAVEN'T DECIDED YET.

OKAY! YOU'RE THE BOSS!

THIS IS PROBABLY GOING TO BE A BIG WASTE OF TIME, BUT I CAN'T AFFORD NOT TO CHECK IT OUT!

WHO KNOWS? IT COULD BE WORTH A FEW LAUGHS TO SEE JOHNNY STORM AFTER ALL THESE YEARS, AND-- WHOA!

THAT BIG BRUISER AHEAD OF ME! HAVEN'T SEEN HIM IN OVER FIVE YEARS, BUT I'D KNOW HIM ANYWHERE--

--THE SANDMAN!



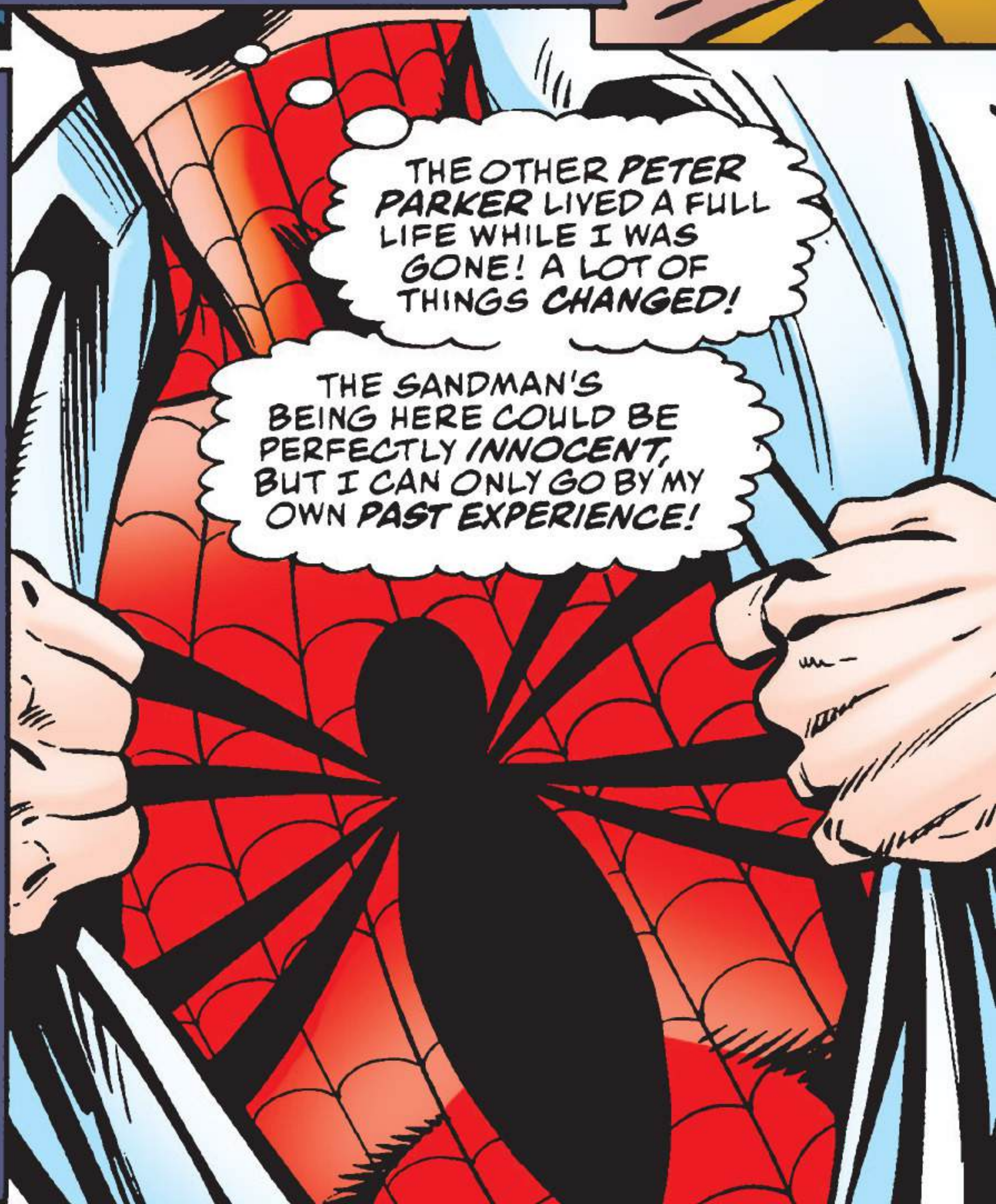
HE MUST BE HERE BECAUSE OF THE TORCH'S MESSAGE!

HOW'D HE STUMBLE ON OUR MEETING SITE? IS HE AFTER ME OR JOHNNY?

TO MAKE MATTERS WORSE, THIS FERRY IS FILLED WITH CHILDREN, WHICH HE CAN USE AS HOSTAGES!

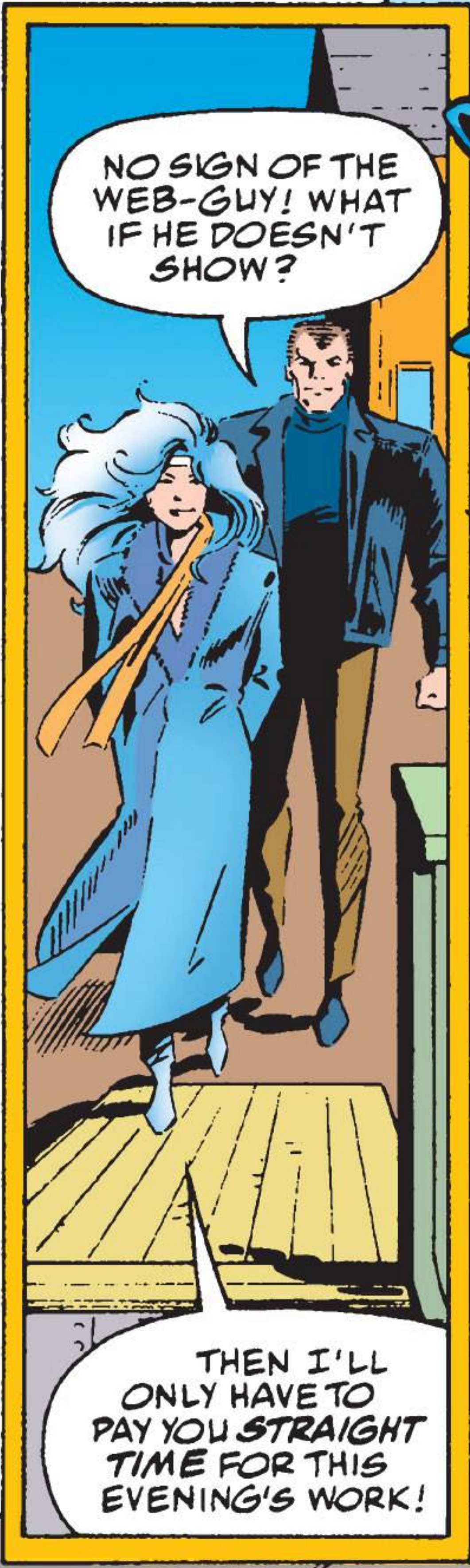
I READ SOMEWHERE THAT THE SANDMAN HAD JOINED A HIGH-TECH MERCENARY GROUP A FEW YEARS BACK!

WISH I'D PAID MORE ATTENTION TO THAT ARTICLE!



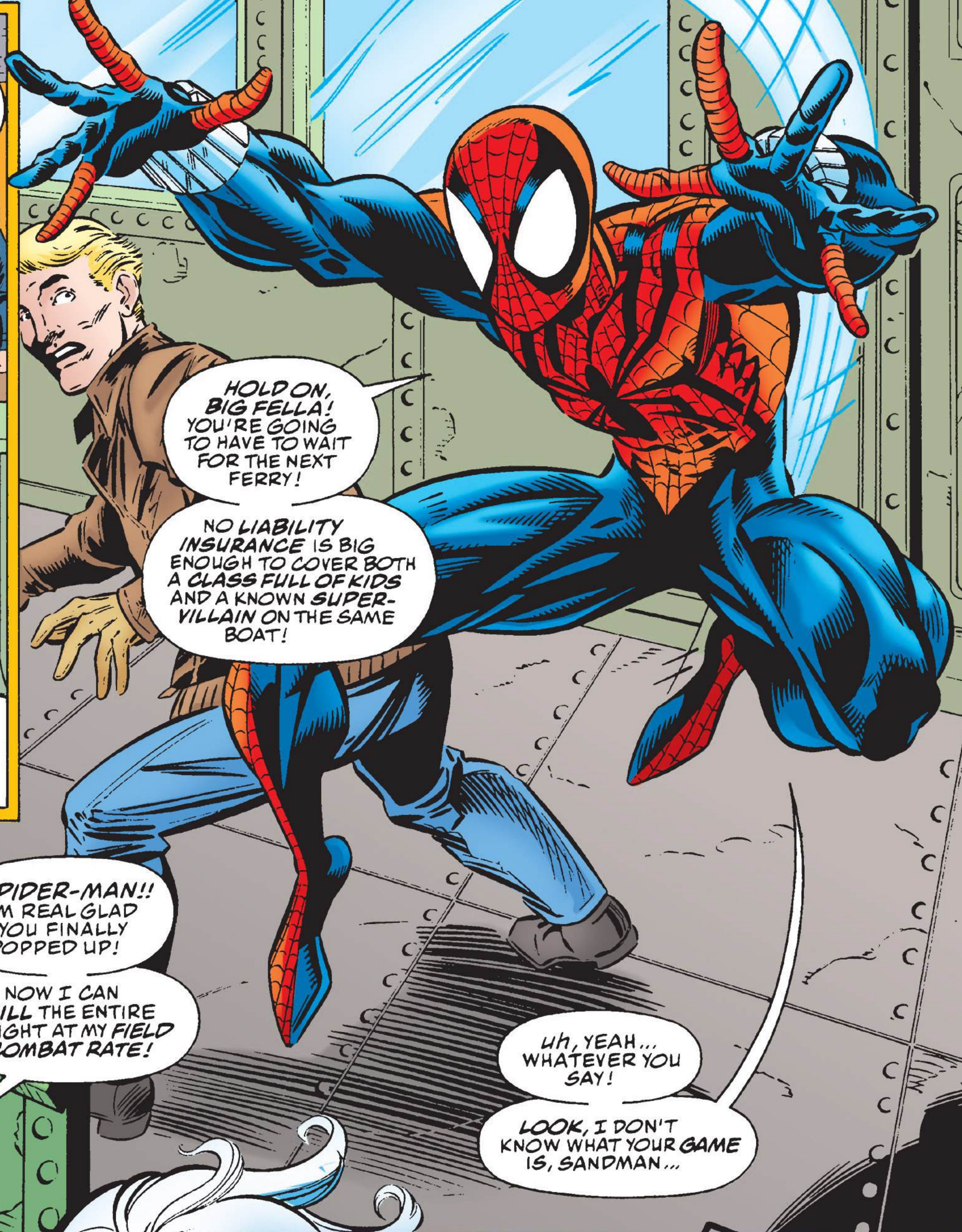
THE OTHER PETER PARKER LIVED A FULL LIFE WHILE I WAS GONE! A LOT OF THINGS CHANGED!

THE SANDMAN'S BEING HERE COULD BE PERFECTLY INNOCENT, BUT I CAN ONLY GO BY MY OWN PAST EXPERIENCE!



NO SIGN OF THE WEB-GUY! WHAT IF HE DOESN'T SHOW?

THEN I'LL ONLY HAVE TO PAY YOU STRAIGHT TIME FOR THIS EVENING'S WORK!



HOLD ON, BIG FELLA! YOU'RE GOING TO HAVE TO WAIT FOR THE NEXT FERRY!

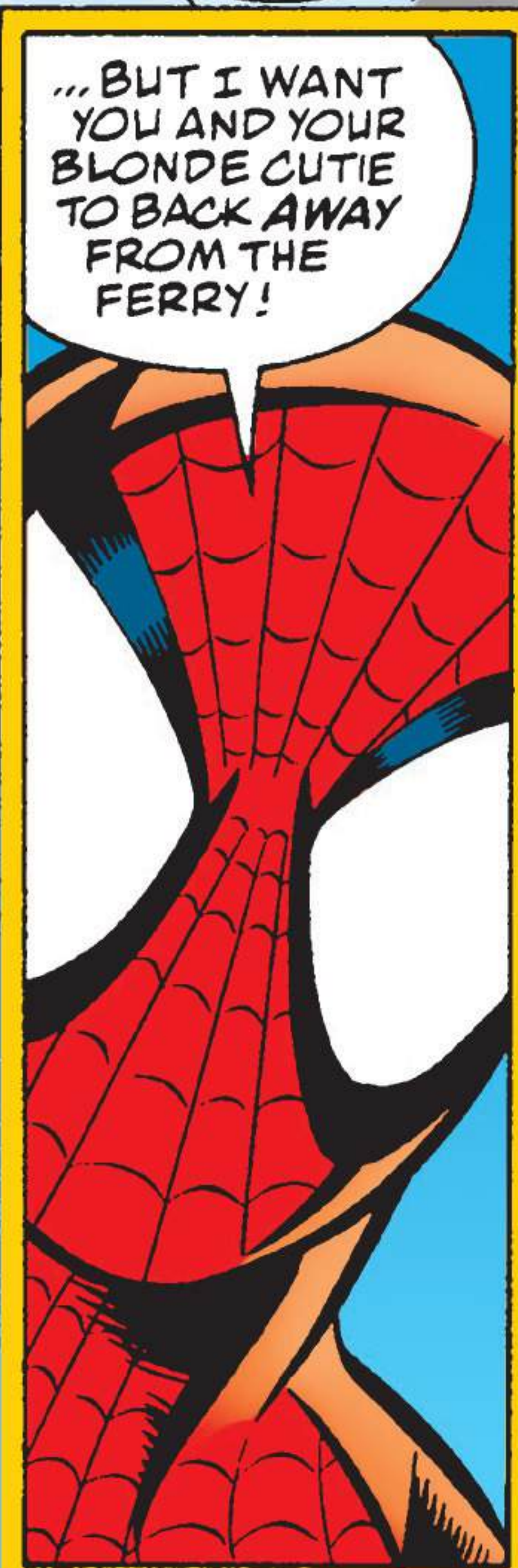
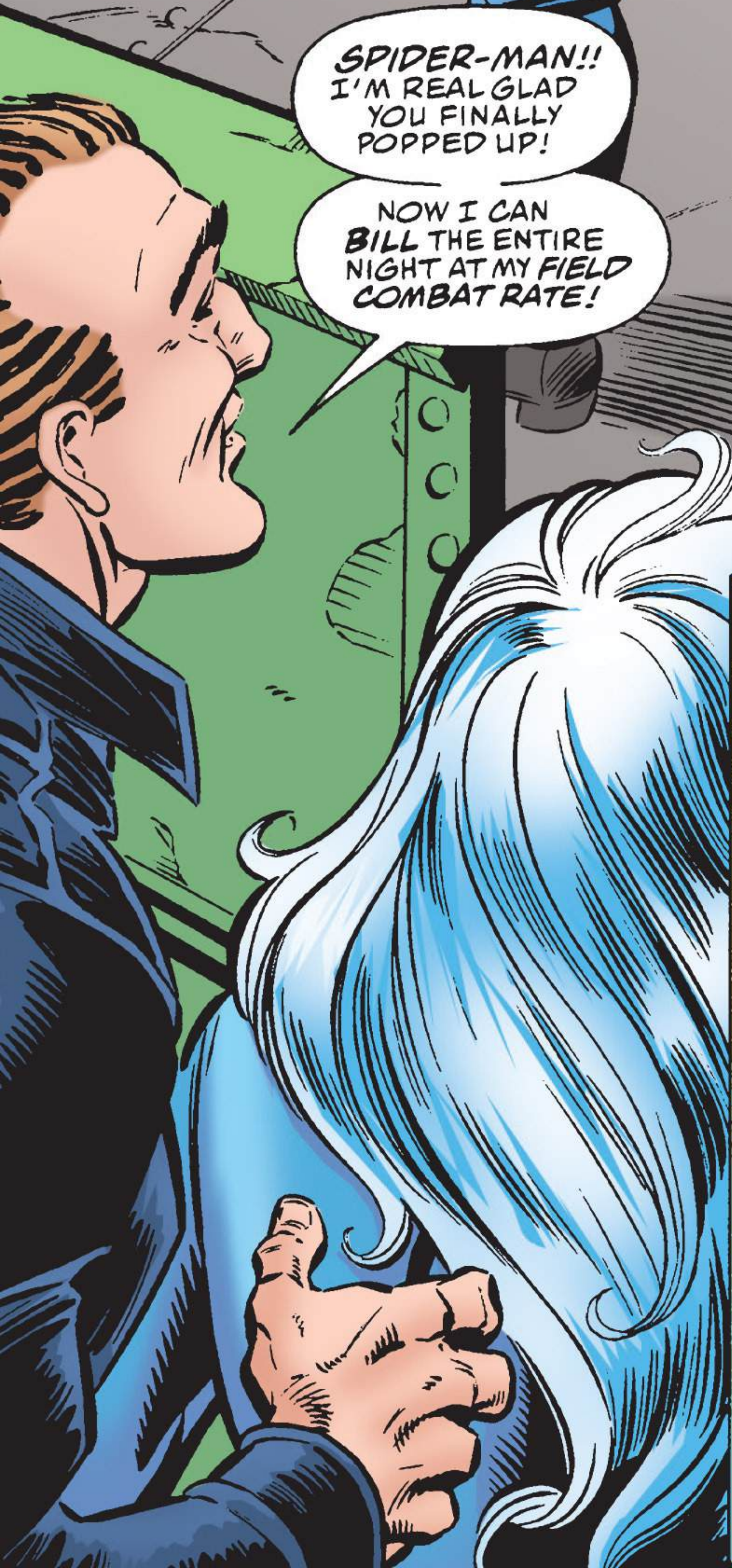
NO LIABILITY INSURANCE IS BIG ENOUGH TO COVER BOTH A CLASS FULL OF KIDS AND A KNOWN SUPER-VILLAIN ON THE SAME BOAT!

SPIDER-MAN!! I'M REAL GLAD YOU FINALLY POPPED UP!

NOW I CAN BILL THE ENTIRE NIGHT AT MY FIELD COMBAT RATE!

UH, YEAH... WHATEVER YOU SAY!

LOOK, I DON'T KNOW WHAT YOUR GAME IS, SANDMAN...



...BUT I WANT YOU AND YOUR BLONDE CUTIE TO BACK AWAY FROM THE FERRY!



BLONDE CUTIE?!

OBOY! HE'S REALLY IN FOR IT NOW!

TEST HIM... TO THE MAX!



GOTCHA!



YOU TRYIN' TA COMMIT *SUICIDE*, WEBS? WHERE ARE YOUR BLASTED MANNERS?!

EVEN DOCTOR DOOM TREATS SILVER SABLE WITH MORE RESPECT!

SILVER SABLE?! I THOUGHT SHE LOOKED FAMILIAR! I ONCE SAW HER ON LETTERMAN!

SHE'S SOME KIND OF INTERNATIONAL BOUNTY HUNTER!

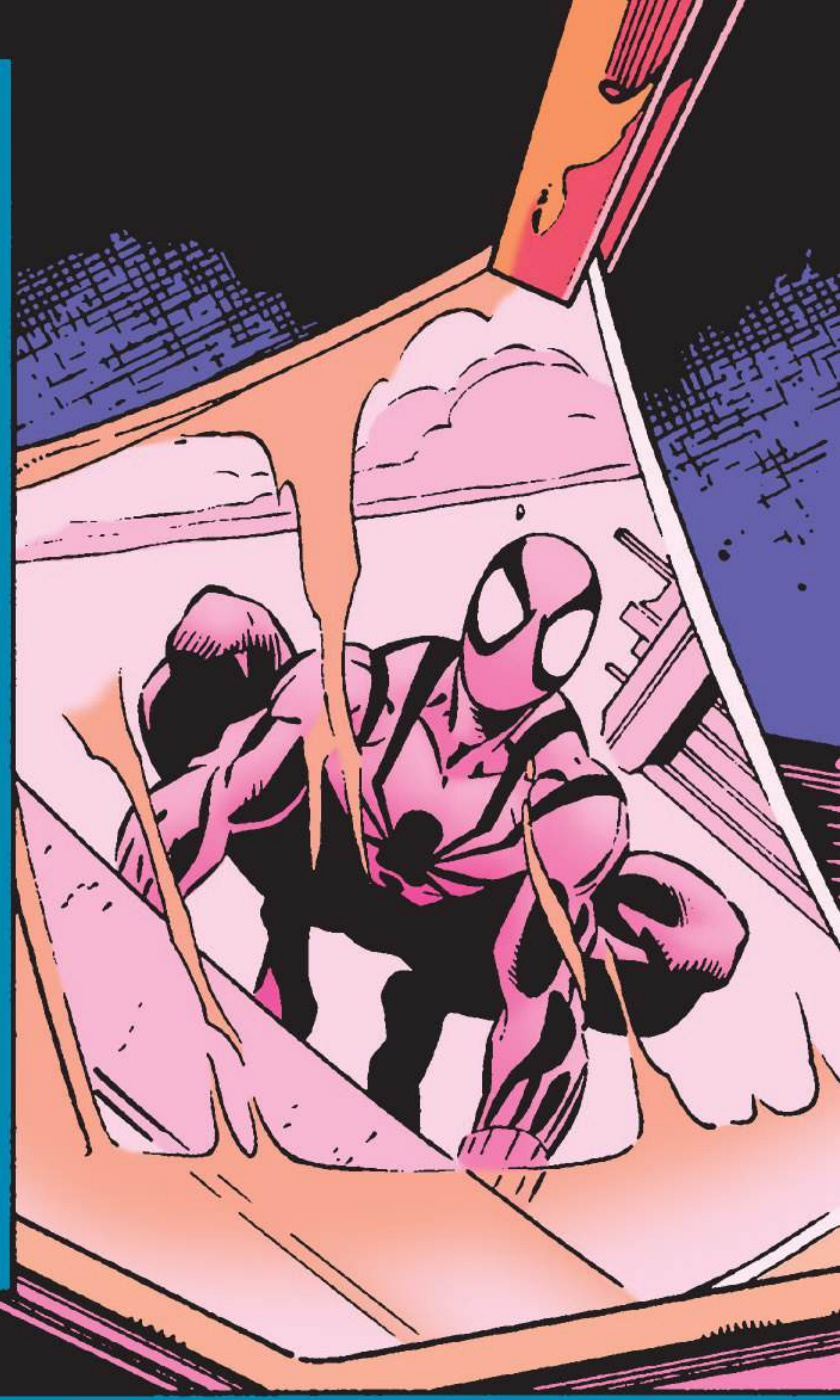
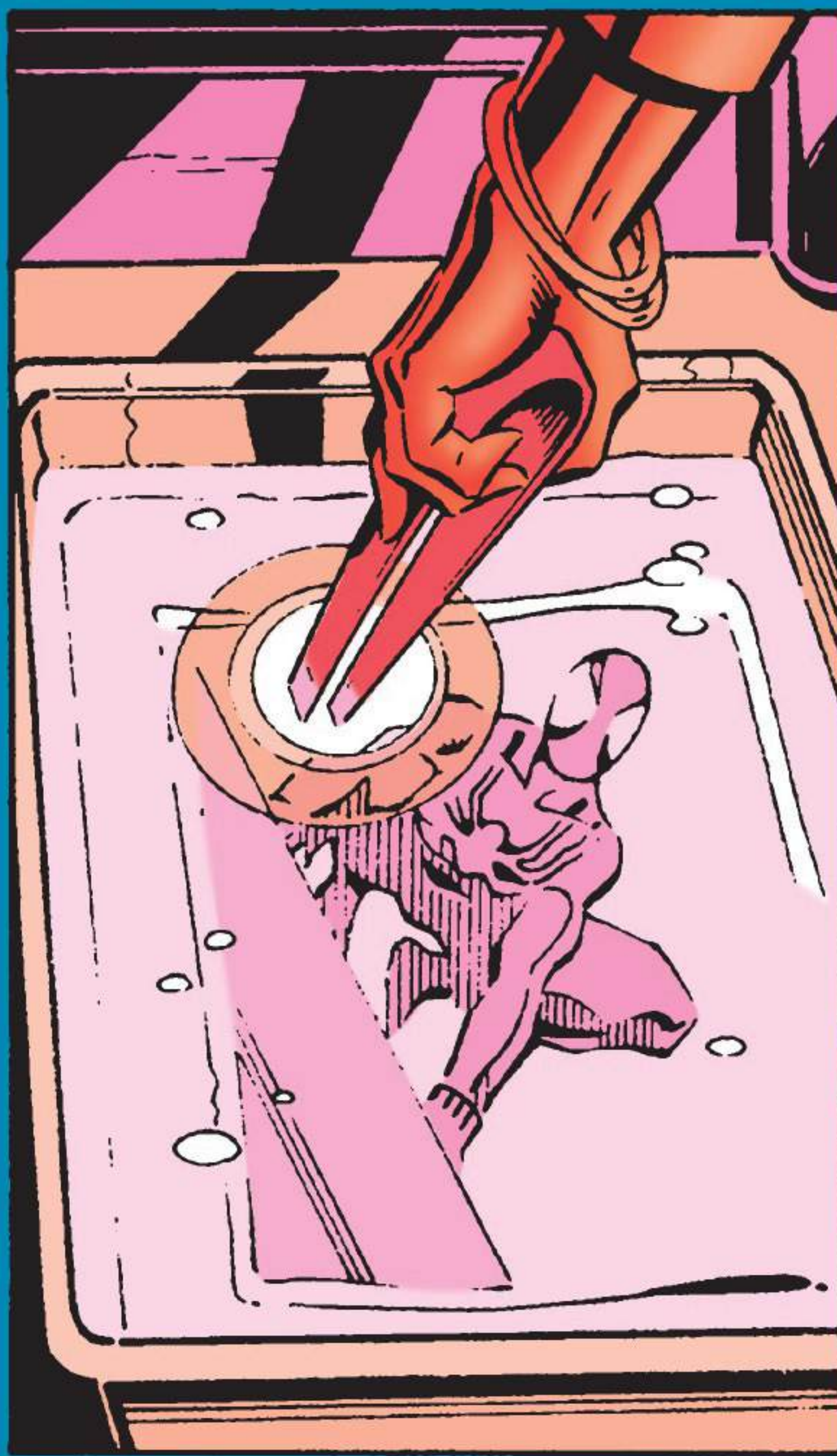
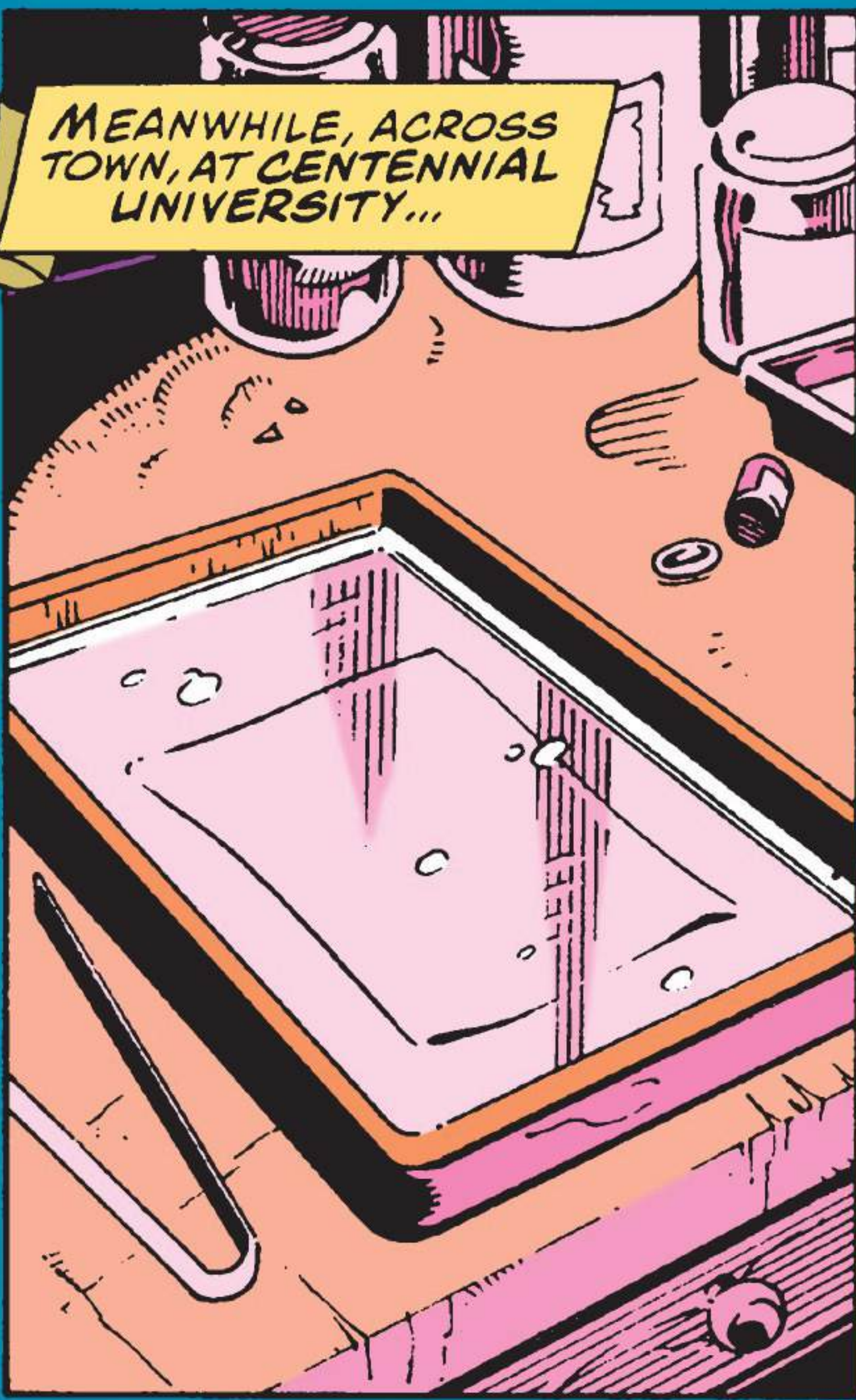
DID SOMEONE HIRE HER AND THE SANDMAN? SOMEONE LIKE ARMADA... OR HIS MYSTERIOUS EMPLOYER?!

HECK! WITH MY LUCK, THE SUSPECTS COULD RANGE ALL THE WAY FROM THE NEW DOCK TO BARNEY, THE PURPLE DINOSAUR!

AT LEAST I'VE MANAGED TO LURE SANDY AWAY FROM THE KIDS! NOW ALL I HAVE TO DO IS FIND A WAY TO KEEP HIM FROM REARRANGING MY EVER-ADORABLE FACE!

YEAH... THAT'S ALL!

MEANWHILE, ACROSS TOWN, AT CENTENNIAL UNIVERSITY...



WHAT DO YOU THINK, AMINIQUE?

THESE STILLS ARE TOTALLY FANTABULOUS, JESSICA! I'LL BET YOU'RE THE ONLY PHOTO-BIRD IN THE ENTIRE CITY WHO'S MANAGED TO SNAP THE NEW SPIDER-MAN!

MAYBE YOU SHOULD CONSIDER PULLING A... WHAT IS HIS NAME? THE GUY WHO'S ALWAYS BYLINING THE SPIDER-SHOTS FOR THE DAILY BUGLE--?



BINGO! HE SCORES BUCKS OFF HIS CAMERA FOR SPIDER-MAN SHOTS! WHY SHOULDN'T YOU?

YOU MEAN PARKER... PETER PARKER?!





I MIGHT HAVE COME ON A LITTLE TOO STRONG EARLIER!

MAYBE WE SHOULD BOTH CALM DOWN AND, Y'KNOW, TALK!

SURE! WE CAN KNOCK BACK A FEW BREWS--

--BUT IT'S GOTTA BE AFTER I GET THE WORD FROM SILVER!

WHO IS THIS CHARACTER?!

HE MAY BE AS STRONG AND AGILE AS THE OTHER SPIDER-MAN, BUT HIS MOVES ARE COMPLETELY DIFFERENT!

HE SEEMS A LITTLE LESS EXPERIENCED--

--AND A LOT MORE LIGHT-HEARTED!

YO, SANDY! CATCH THIS NEW STUNT I'VE BEEN TRYING TO PERFECT!

IT STARTS WITH A THIRTY-FOOT LEAP TO THE NEAREST FLAG-POLE--

--AND CONCLUDES WITH A SMASHING CLIMAX!

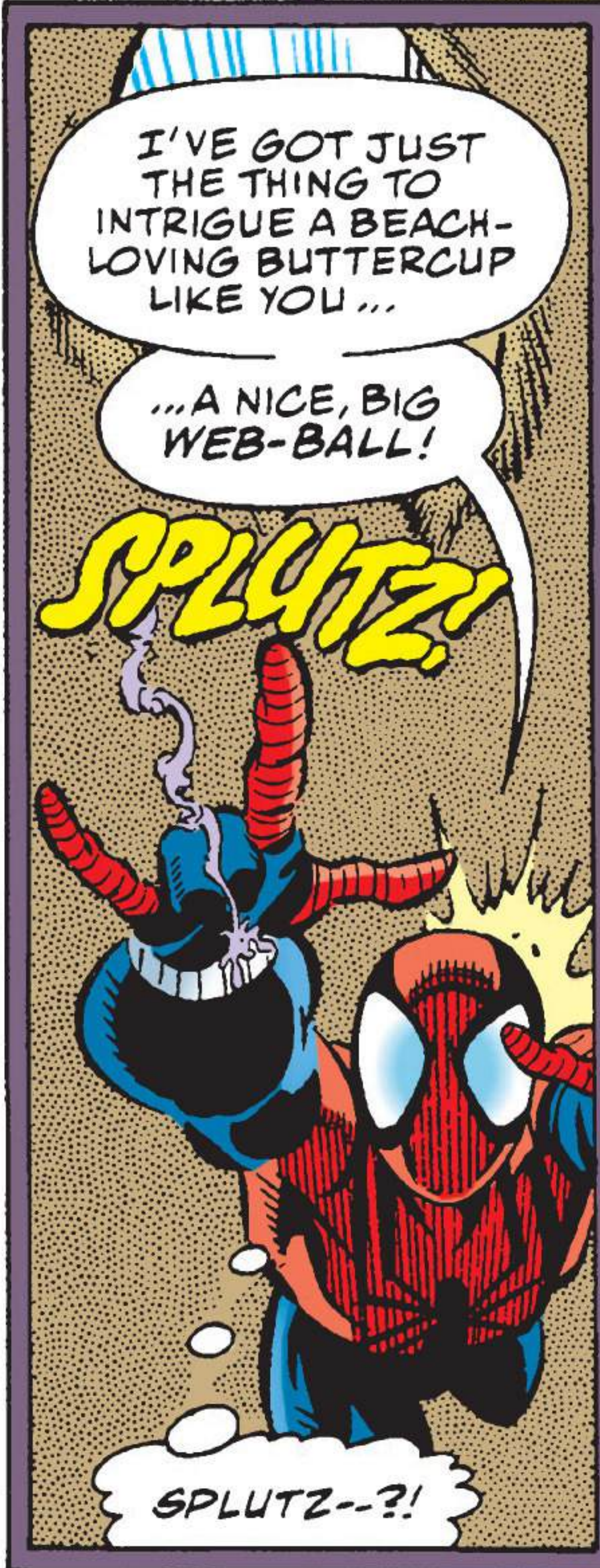
COOL, huh?

WANT TO SEE IT AGAIN? YOU MIGHT HAVE MISSED SOME OF ITS SUBTLE BEAUTY THE FIRST TIME OUT!

ONE THING'S FOR SURE, WEBHEAD...

...I AIN'T GONNA MISS YOU!

PROMISES, PROMISES!

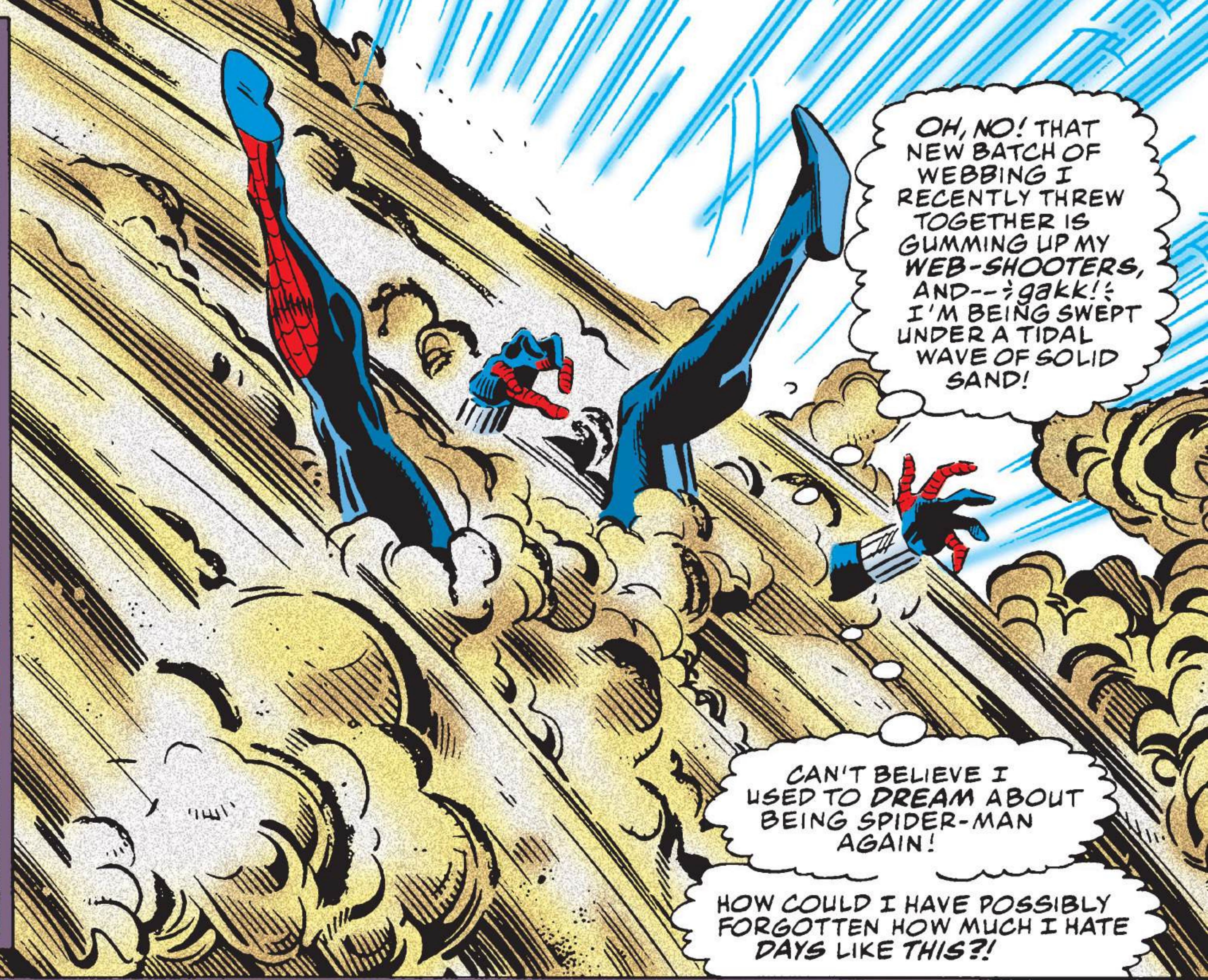


I'VE GOT JUST THE THING TO INTRIGUE A BEACH-LOVING BUTTERCUP LIKE YOU ...

...A NICE, BIG WEB-BALL!

SPLUTZ!

SPLUTZ--?!



OH, NO! THAT NEW BATCH OF WEBBING I RECENTLY THREW TOGETHER IS GUMMING UP MY WEB-SHOOTERS, AND--gakk! I'M BEING SWEEPED UNDER A TIDAL WAVE OF SOLID SAND!

CAN'T BELIEVE I USED TO DREAM ABOUT BEING SPIDER-MAN AGAIN!

HOW COULD I HAVE POSSIBLY FORGOTTEN HOW MUCH I HATE DAYS LIKE THIS?!

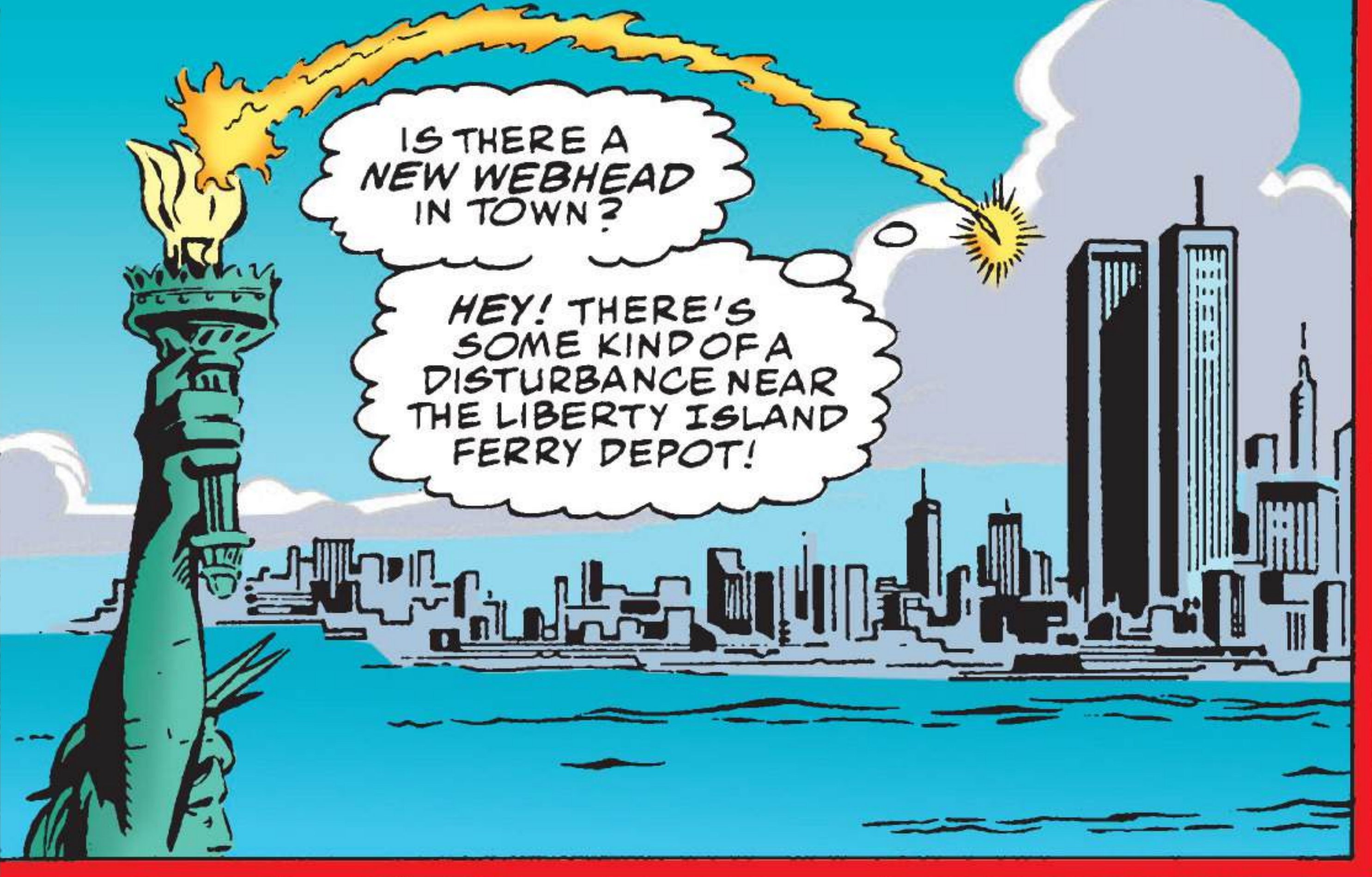


FACE IT, JOHNNY-BOY...

...YOU'VE BEEN STOOD UP! SPIDEY'S A NO-SHOW!

EVERYBODY IN THIS CITY SAW MY INVITATION! HE MUST BE DELIBERATELY AVOIDING ME... BUT WHY?!

COULD THE BUGLE BE RIGHT FOR ONCE?

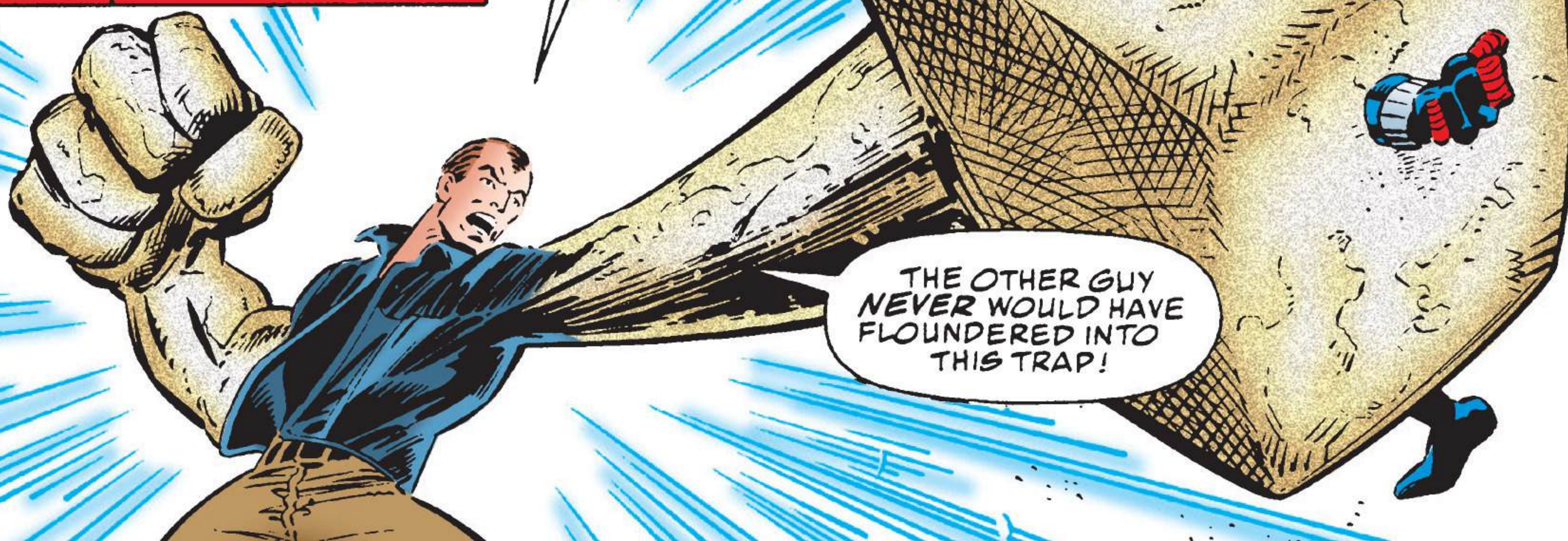


IS THERE A NEW WEBHEAD IN TOWN?

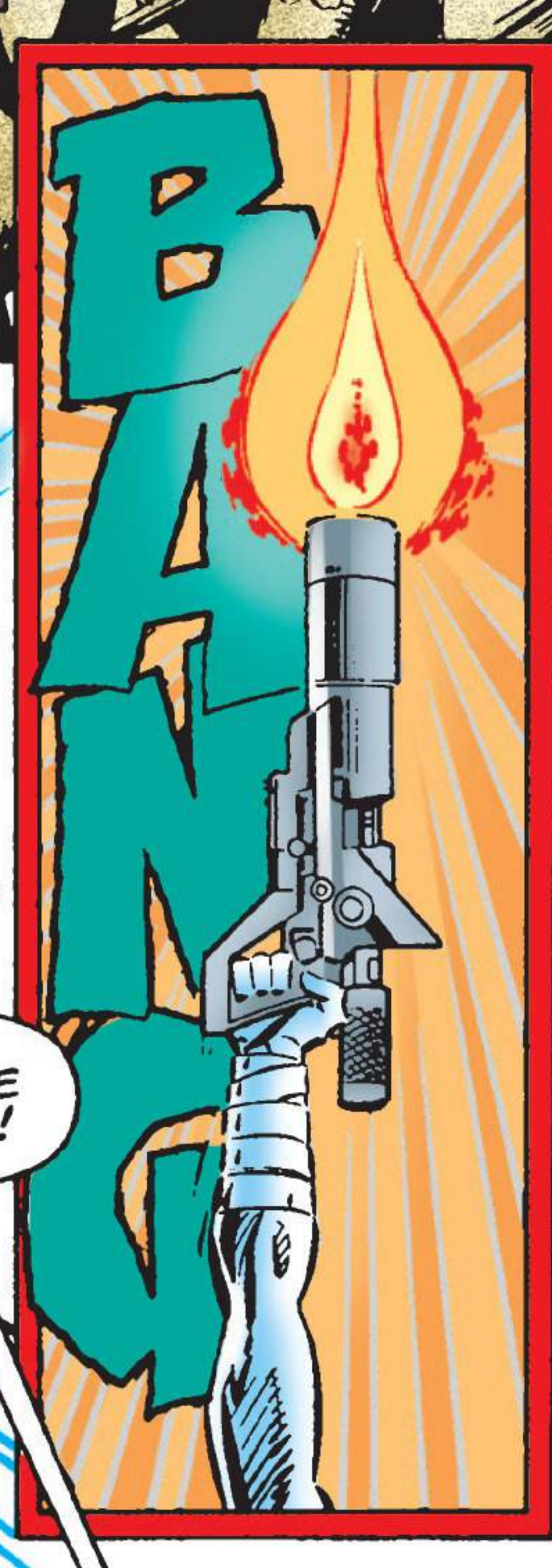
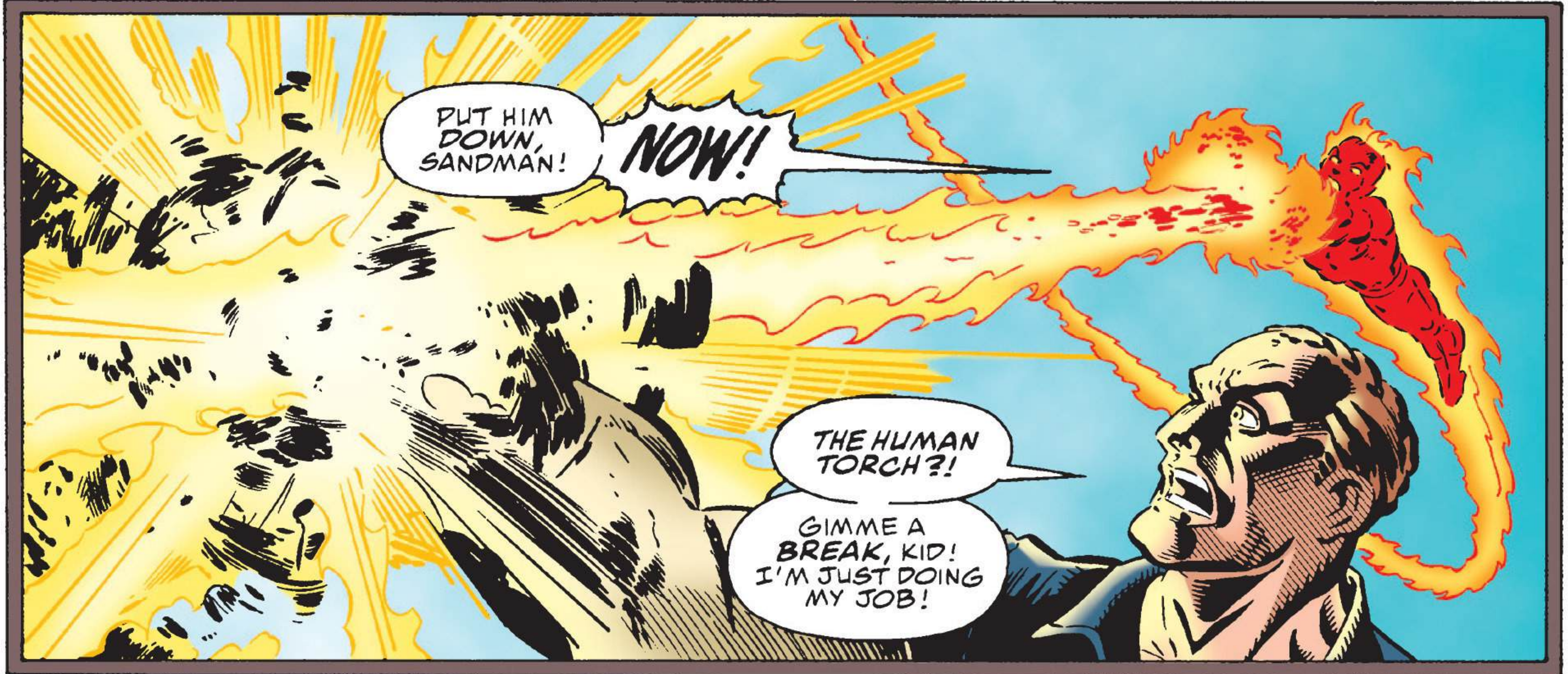
HEY! THERE'S SOME KIND OF A DISTURBANCE NEAR THE LIBERTY ISLAND FERRY DEPOT!

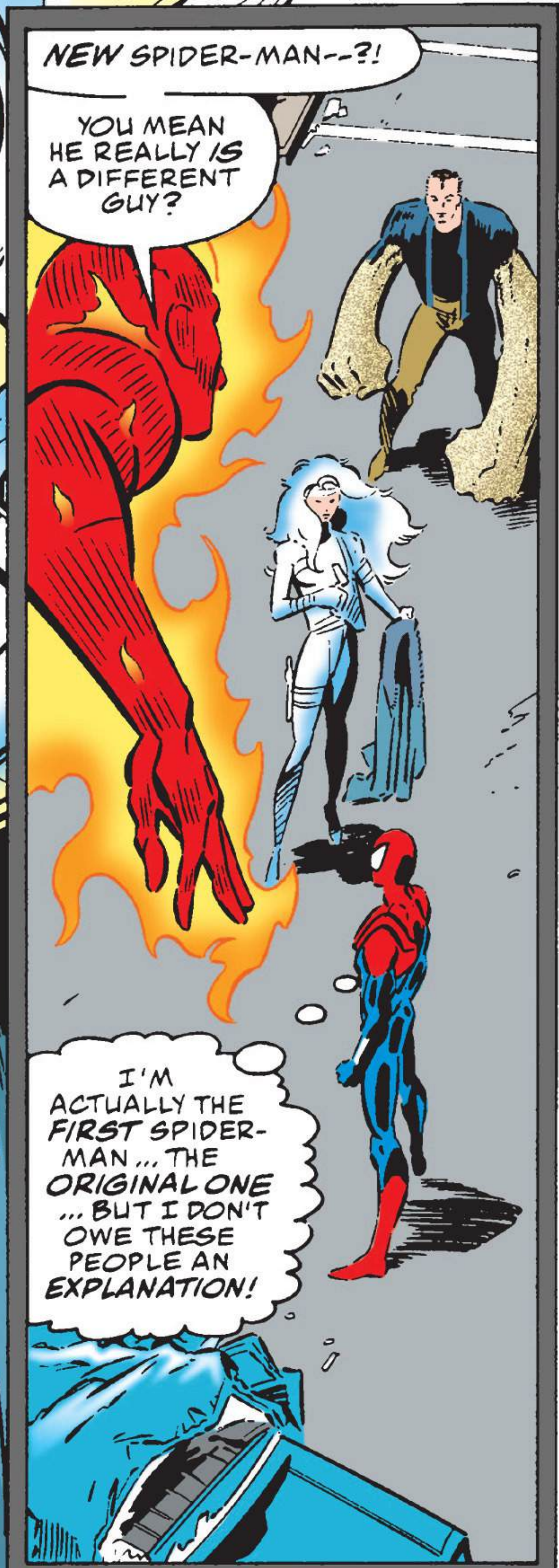
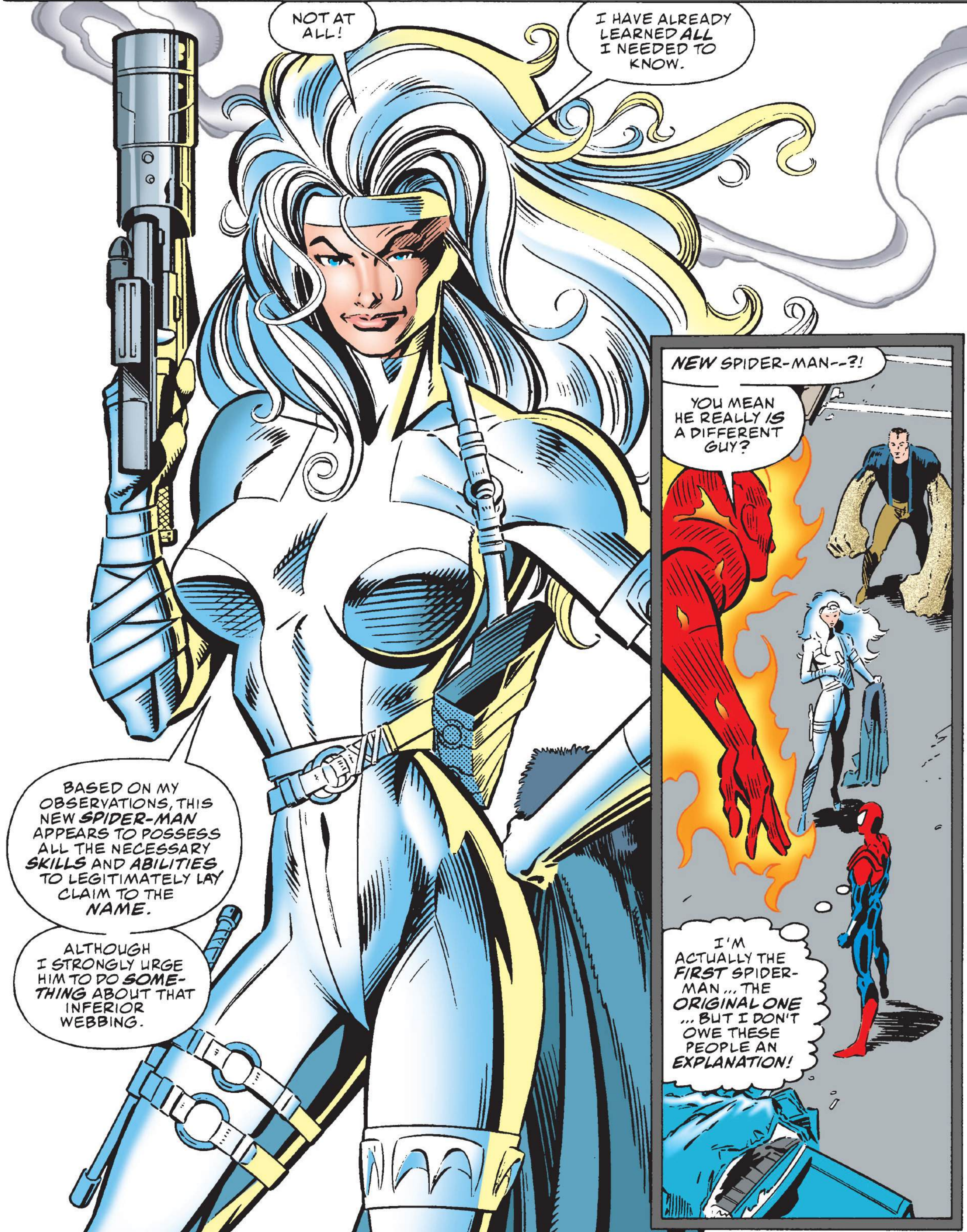
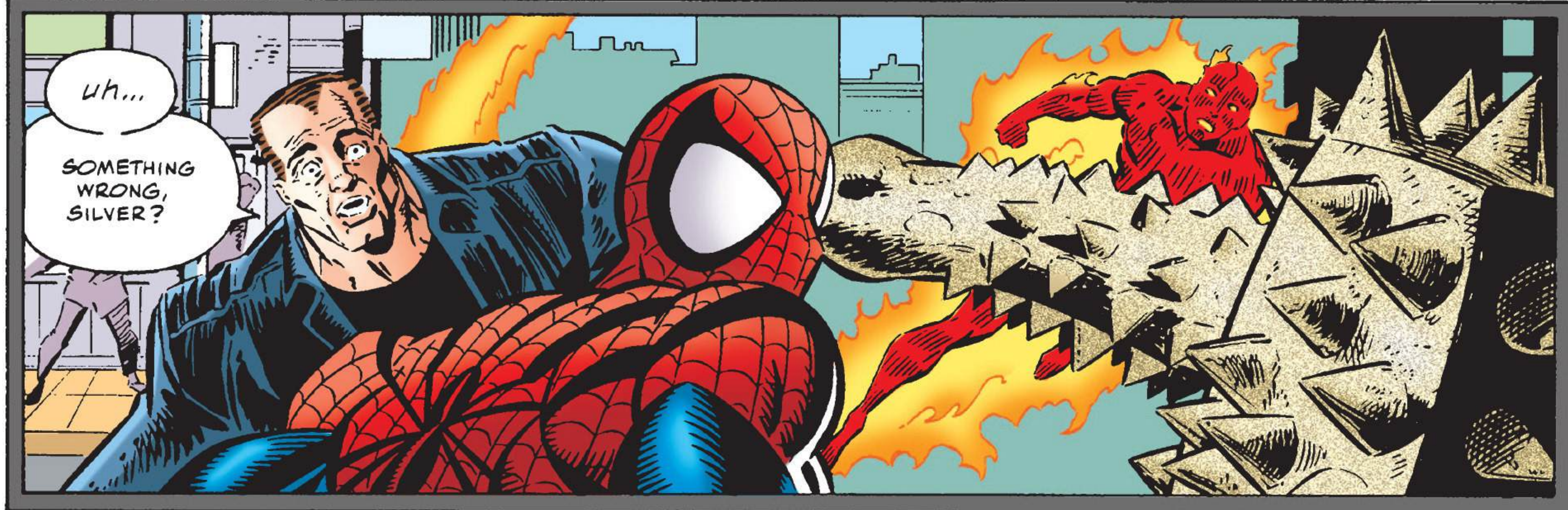
HAH! GOTTA HAND IT TO YOU, BUDDY BOY! WHOEVER THE HECK YOU REALLY ARE, YA MAKE A DARNED GOOD SPIDER-MAN!

YOU JUST NEED A LITTLE MORE SEASONING!



THE OTHER GUY NEVER WOULD HAVE FLOUNDERED INTO THIS TRAP!





BASED ON MY OBSERVATIONS, THIS NEW **SPIDER-MAN** APPEARS TO POSSESS ALL THE NECESSARY **SKILLS** AND **ABILITIES** TO LEGITIMATELY LAY CLAIM TO THE **NAME**.

ALTHOUGH I STRONGLY URGE HIM TO DO **SOME-THING** ABOUT THAT INFERIOR WEBBING.

I'M ACTUALLY THE **FIRST SPIDER-MAN** ... THE **ORIGINAL ONE** ... BUT I DON'T OWE THESE PEOPLE AN **EXPLANATION!**



I SOMETIMES EMPLOY
INDEPENDENT
CONTRACTORS.

THE OTHER SPIDER-
MAN OCCASIONALLY
SERVED IN THAT CAPACITY...
THOUGH HE STEADFASTLY
REFUSED COMPEN-
SATION.

PERHAPS, UNDER
THE RIGHT CIRCUMSTANCES
AND FINANCIAL ARRANGE-
MENTS, WE COULD ALSO
WORK TOGETHER.

I'D... UH...
HAVE TO THINK
ABOUT IT!

THAT'S IT?!
THIS CLOWN STEALS
SPIDEY'S IDENTITY,
AND YOU OFFER HIM
A JOB?!

EXACTLY! I
COULD FIND A
SIMILAR POSITION
FOR YOU!

NOT INTERESTED, LADY!
THE HUMAN TORCH IS NO
STINKING MERCENARY!

PITY! YOU COULD
COMMAND AN IMPRES-
SIVE FEE.

THERE'S AN
EXPRESSION FOR A
WOMAN LIKE YOU, AND
IT RHYMES WITH OLD-
CARTED WITCH!

AS FOR YOU... I
WANT SOME QUICK
ANSWERS!

WHERE'S THE
OTHER SPIDEY?
WHY'D YOU
REPLACE HIM?
HOW'D YOU GAIN
POWERS LIKE
HIS?

GET LOST,
TORCHIE! I
DON'T HAVE TO
EXPLAIN MYSELF
TO YOU OR ANY-
ONE ELSE!

YOU CAN GO
SOAK YOUR HEAD
FOR ALL I CARE!

I BELIEVE WE HAVE
ARRIVED AT A
STALEMATE.

YOU HAVE
NO AUTHORITY HERE,
AND NO PROOF HE DID
ANYTHING WRONG!

WHAT ARE YOU--
SOME KIND OF
LAWYER?!

NO, BUT IN MY
BUSINESS, ONE IS ONLY
A SPEED-DIAL AWAY!

OKAY! MAYBE
I CAN'T FORCE
HIM TO TALK...



...BUT I INTEND TO KEEP A CLOSE EYE ON THIS FOURTEEN CARAT PHONY!

BELIEVE IT!!



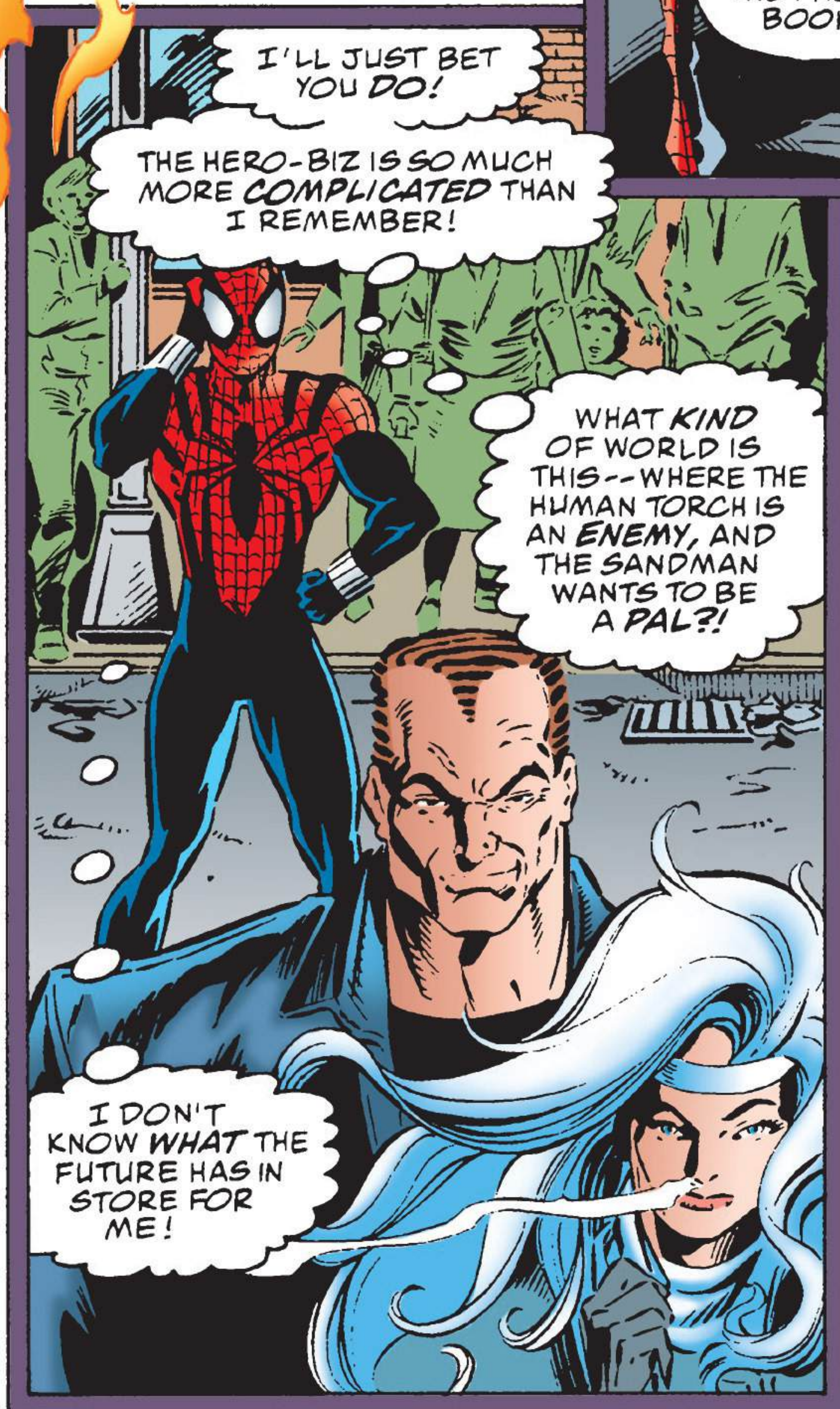
HEY! FORGET THAT HOTHEAD! LET'S GO CATCH THOSE BEERS I PROMISED!

UH... MAYBE SOME OTHER TIME!

SURE! I GOT A HUNCH SILVER AND ME WILL BE IN TOUCH REAL SOON!

HOW? I'M NOT EXACTLY IN THE PHONE BOOK!

DON'T SWEAT IT, WEBS! WE GOT OUR WAYS!



I'LL JUST BET YOU DO!

THE HERO-BIZ IS SO MUCH MORE COMPLICATED THAN I REMEMBER!

WHAT KIND OF WORLD IS THIS--WHERE THE HUMAN TORCH IS AN ENEMY, AND THE SANDMAN WANTS TO BE A PAL?!

I DON'T KNOW WHAT THE FUTURE HAS IN STORE FOR ME!

BUT, WHATEVER IT IS...

... I SINCERELY DOUBT IT'LL BE PLEASANT!

NEXT: MYSTERIO!

THE SPIDERS' WEB

%MARVEL COMICS
387 PARK AVE. SO.
NEW YORK, NY
10016

BOB BUDIANSKY,
EDITOR

MARK BERNARDO,
ASST. EDITOR

CORRESPONDENTS: IF YOU DON'T WANT YOUR FULL ADDRESS PRINTED, PLEASE LET US KNOW.

Dear Spider's Web,
Re: Issue #401.

There may be three Peter Parkers running around, but there's only one Mary Jane! Mr. DeMatteis did an excellent job of portraying her confusion, her fear, and inevitably, her resolve to do something about all the manipulations she has been subjected to of late. That she is still "saddened and sickened" in having to resort to a gun for protection speaks volumes about Mary Jane's moral convictions. Her reaction when the gun went off was perfectly natural and entirely realistic. Having the bullet shatter that picture of her and Peter in happier times was also a nice touch.

What's really going on with the clone situation is, by this time, beyond speculation. Maybe that has been your editorial intention: to so muddy the waters that we give up on trying to guess what's happening, and just sit back and enjoy the story being told. Once again, as is always the case with Messrs. DeMatteis and Bagley, I can't help but do exactly that.

Mark J. Kiewlak
316 West Main Street
Nanticoke, PA 18634

Part of the intention of the "Mark of Kaine" storyline was to show in no uncertain terms what a tough lady Mary Jane is. It's gratifying to see that many of you have noticed. She may need that strength in months ahead...

Dear Spider's Web,

I've been reading Spider-Man books for ten years, and this is the first letter I have ever submitted to you or any other book. As I was reading ASM #401, I came up with a guess to Kaine's identity. On page 27, as Kaine carries MJ away, there is narration that states, "the woman is his top priority." Why is Mary Jane so important to him? Because the baby she's carrying is... who else, Kaine! He's traveled back in time to save his own butt!

He already knows something is going to happen to MJ, and he can't let that happen. He's trying to save MJ from Judas Traveller, who I think is also from Kaine's time. Oh, well, it's only a theory

Ron Cates
13255 Highway 193
Chickamauga, GA 30707

Not quite accurate on Kaine's whys and wherefores, Ron... but we had fun reading your theory anyway! Do us a favor and don't take ten years to write us again, okay? We love letters!

Dear AMAZING,

Issue #401 was... very interesting. However, if you make this third Peter Parker, the one from the pod, the real one... then I shall most certainly get Venom to eat your brains. Let the Parker who has been with MJ the last five years be the true Spider-Man.

As for Kaine, well, he's okay... but his

killing of Spider-Man's foes has got to stop! One of the best aspects of the Spider-Man mythos is the villains. Don't let great characters like Mysterio, Electro, Hobgoblin, Vulture, Chameleon, Lizard, or Sandman die. Let these characters plague Spidey forever! Especially Mysterio (my favorite)!

Mark Bagley was tremendous as usual, and I especially enjoyed the cover. Anyway, until Mysterio dies, I will be your number one fan!

Tim Wojton
297 Picture Drive
Pittsburgh, PA 15236

Tim, you must be resting easier now that the third Parker has been revealed to be the clone assassin Spidercide. And Kaine is among the missing currently... but that's a mystery that's due to come to the fore real soon, like, say... next month?

A Mysterio fan, eh? We get the feeling you were pretty pleased with SENSATIONAL #0... and the no-longer-domed one makes his presence felt right here next issue!

Dear Spider's Web,

I just read ASM #402, and it was definitely a scorcher! I like Judas Traveller's mysterious presence as much as the next guy, but change his get-up! Those pearls and chains get on my nerves. And what's that thing around his neck, a lasso of some kind?

That aside, I love what you've done with Spider-Man and his entourage in the last couple of months. With all the interesting events rolling out of the woodwork every other issue, this and every other Spider-book has become a monthly must-have! It is costly, however, due to all the interlocking storylines. Will the books ever be going in their own direction again?

I can't wait to find out who the real Peter Parker is, who Kaine is, and most of all, if Mary Jane's baby will be okay! The suspense is killing me and I love it! Thank you, Mark Bagley, J.M. DeMatteis, and all the rest who worked to make this a very memorable year for the Spider-Man books. With all these new and shattering events presenting themselves, who can compete?

Yusef Tirado
94-30 58th Avenue, Apt. 2B
Queens, NY 11373

Don't know, Yusef! But the Spidey books are ready to take on all challenges!

It seems to us, and sales seem to reflect it, that the majority of readers are happy with the interlocking continuity among the Spider-titles, though we are striving hard to give each book its own identity. This very month features stand-alone stories, while still establishing the status quo of our new Spider-Man.

And Traveller's really upset that he made your "worst dressed" list. He's

probably gonna take it out on poor Spidey now! Don't you feel bad?

Well, the ever-important Statement of Ownership is looming, so join us next issue as Spider-Man has his rematch with the ruthless Armada, and the new, deadlier Mysterio plots to rule the airwaves in part two of "Media Blizzard!"

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GROUP

HER NAME
IS
POISON!



JRJR
+
AW

ONE MIGHT AS WELL BE ALONE WITH THE BOY.

BREATHE.

THE BLARING SIRENS, THE FLASHING LIGHTS HAVE NO EFFECT ON HIM.

I SAID BREATHE.

RIGHT NOW, HE CAN'T TELL WHAT IS CAUSING HIM TO SWEAT BENEATH HIS COSTUME...THE INTENSE HEAT, OR THE OVERWHELMING STRESS OF THE MOMENT.

YOU...
...ARE GOING TO...

...LIVE!

His given name is Peter Parker. While in high school he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil! Now he calls himself Ben Reilly, and, as a costumed crimefighter, he continues his crusade... for he understands that with great power comes great responsibility!

Stan Lee presents:

The Game of Life

Howard Mackie/John Romita, Jr./Al Williamson/Dick Giordano/Al Milngrom
Story and Art

Kevin Tinsley AND Richard Starkings
Coldrist Comicraft
Letters

Malibu's Hues
Separations

Eric Fein
Editor

Bob Budiansky
Chief



I'M NOT
LETTING
YOU DIE,
KID!

DO
YOU HEAR
ME?

IT ALL BEGAN TEN
MINUTES AGO AS
SPIDER-MAN,
SWINGING ABOVE
THE MANHATTAN
SKYLINE, SAW THE
FIRE FROM MILES
AWAY.

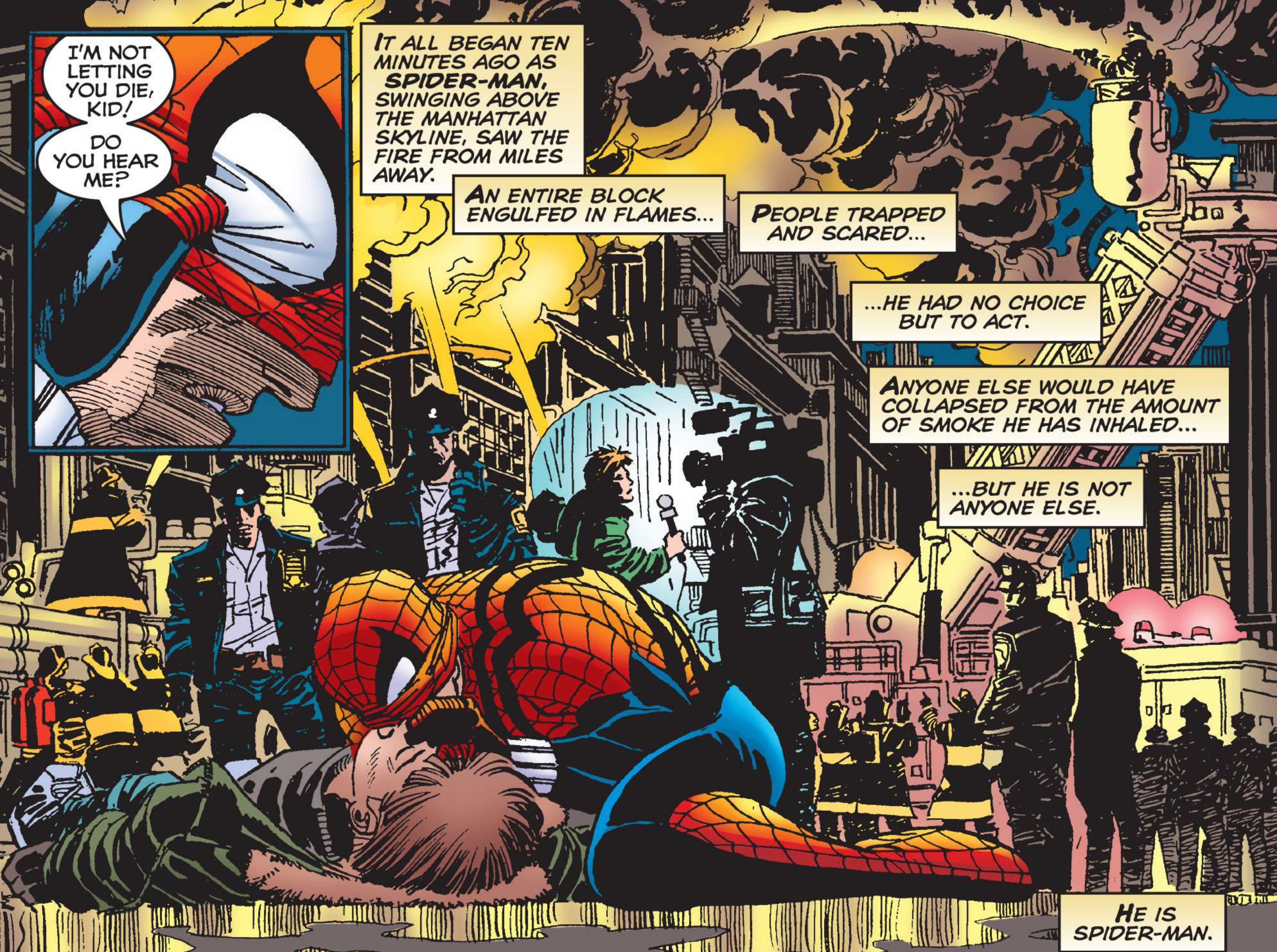
AN ENTIRE BLOCK
ENGULFED IN FLAMES...

PEOPLE TRAPPED
AND SCARED...

...HE HAD NO CHOICE
BUT TO ACT.

ANYONE ELSE WOULD HAVE
COLLAPSED FROM THE AMOUNT
OF SMOKE HE HAS INHALED...

...BUT HE IS NOT
ANYONE ELSE.



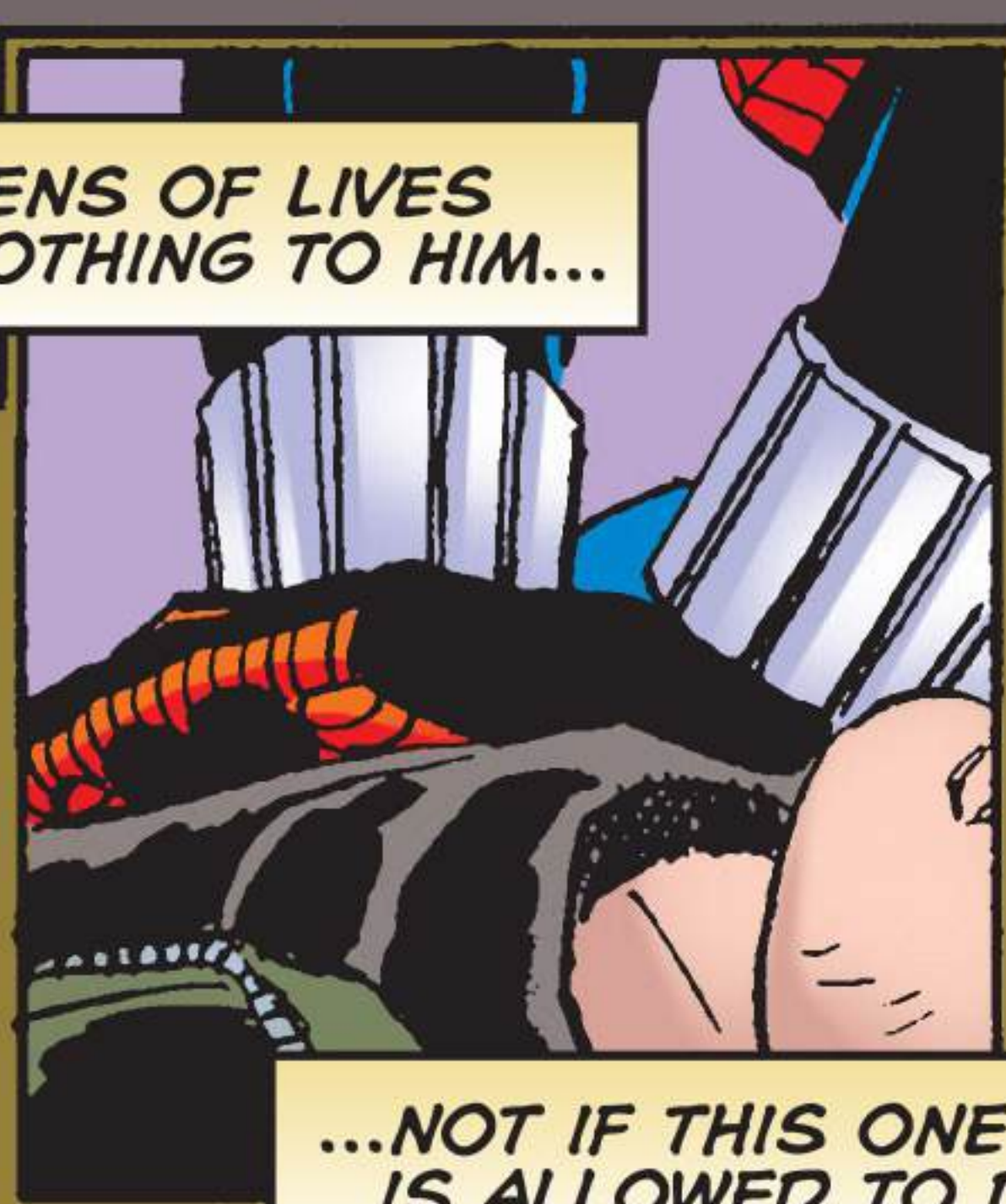
HE IS
SPIDER-MAN.



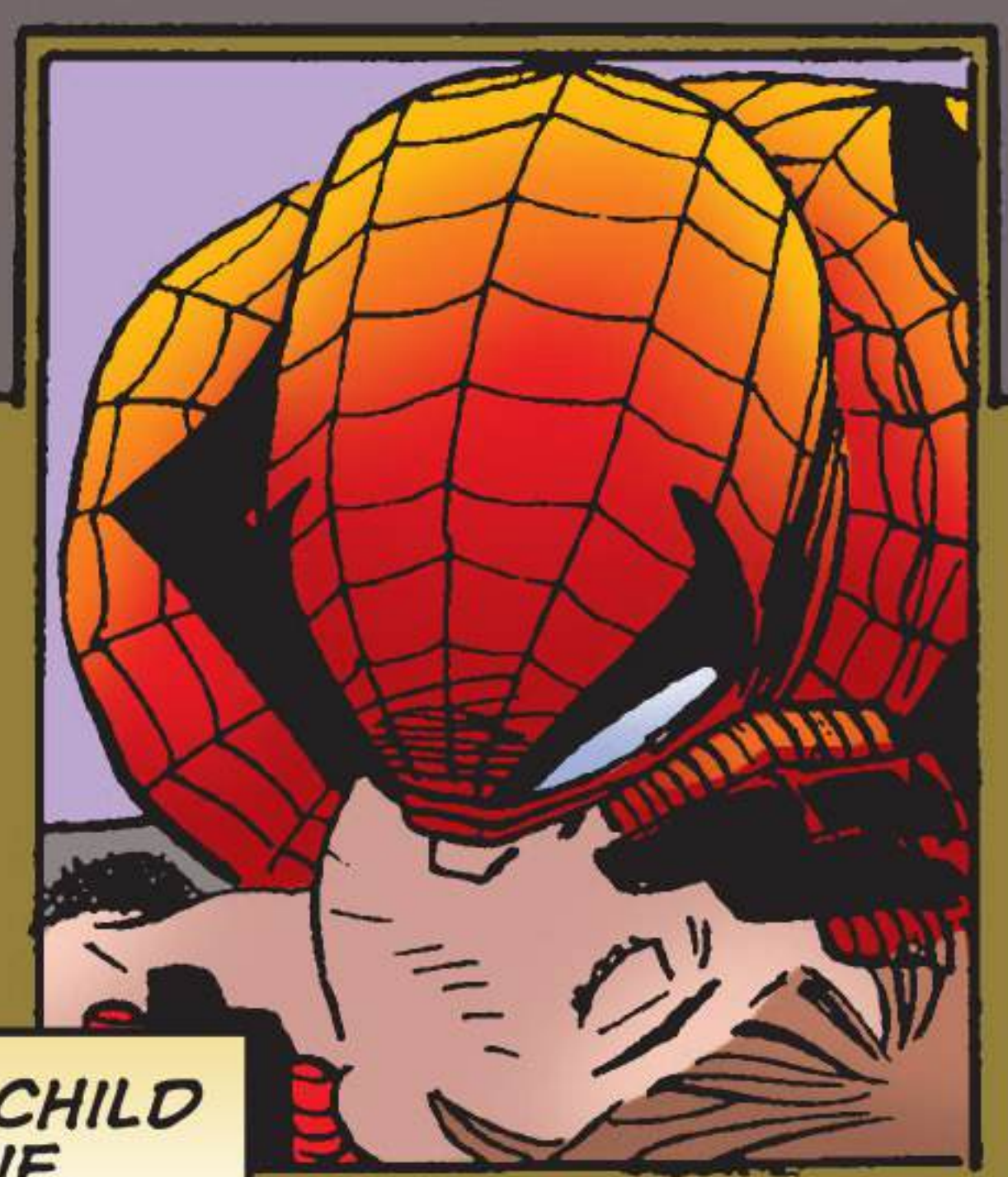
HE IS
A HERO.



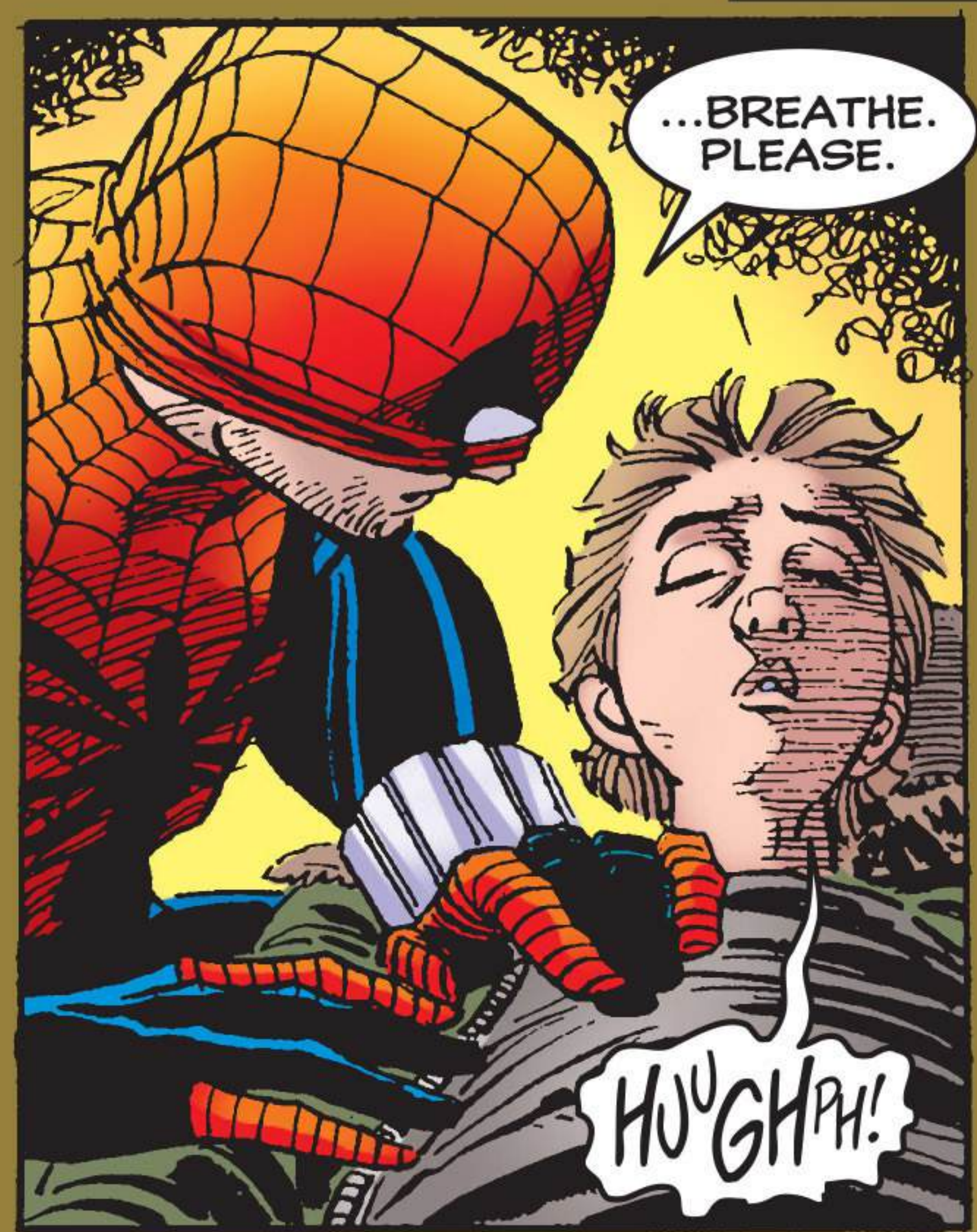
SAVING DOZENS OF LIVES
WILL MEAN NOTHING TO HIM...



...NOT IF THIS ONE CHILD
IS ALLOWED TO DIE.



COME
ON,
KID...



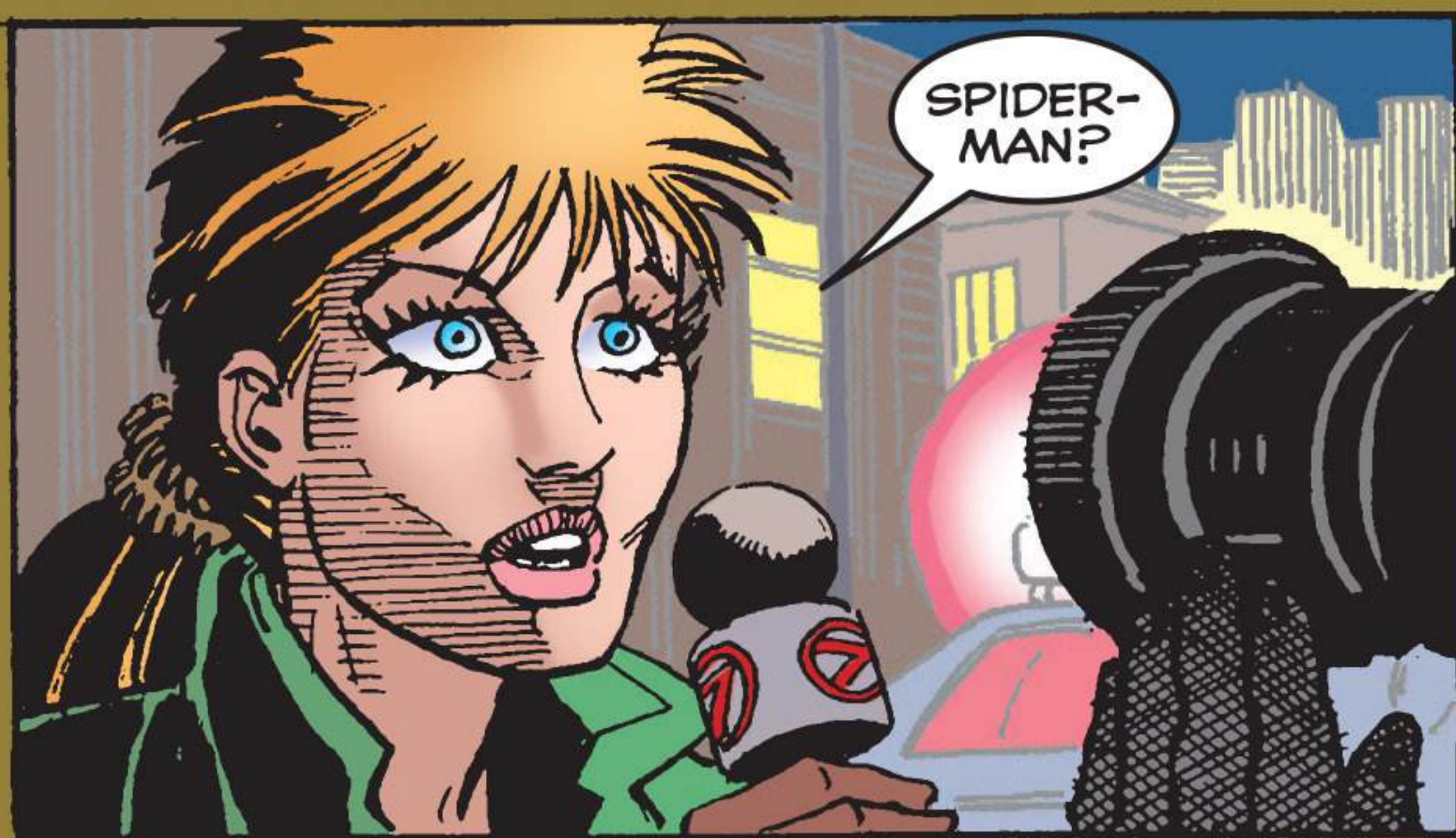
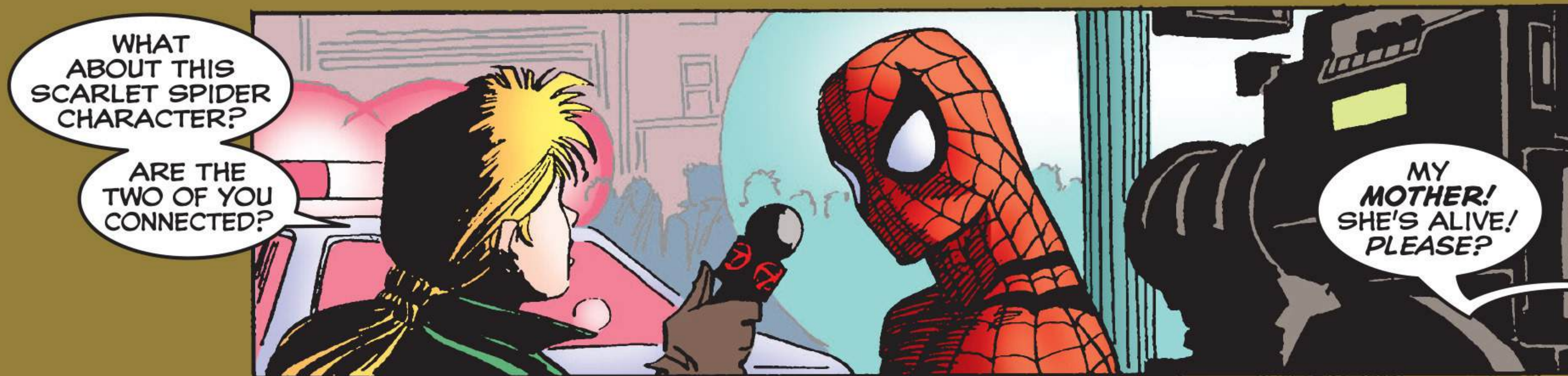
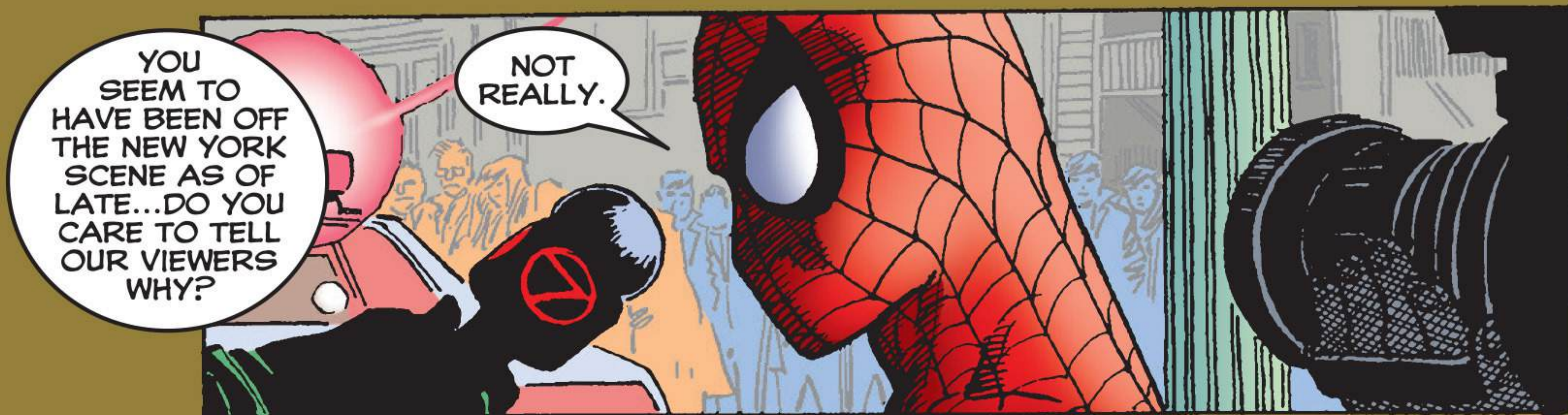
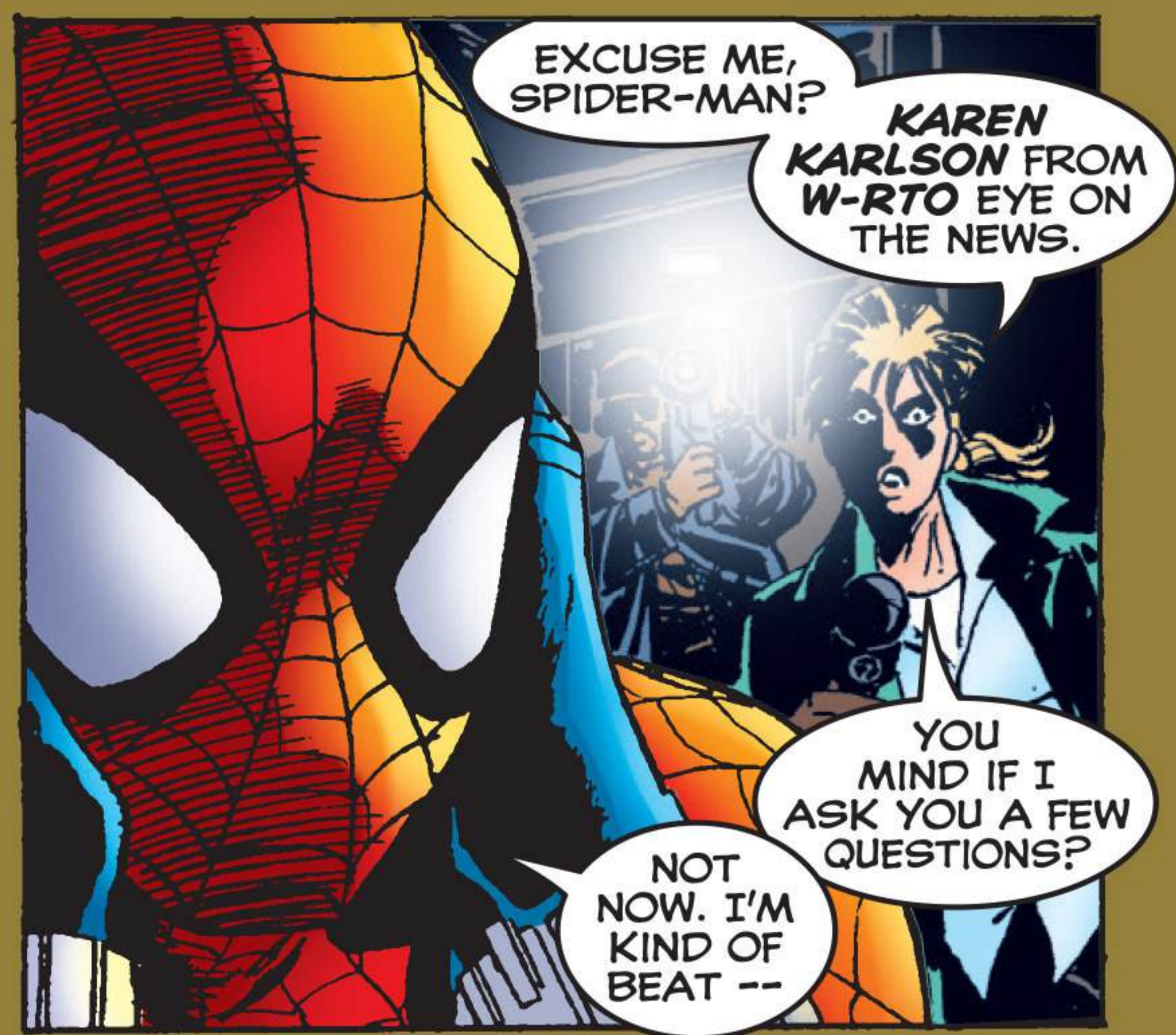
...BREATHE.
PLEASE.

HU'GH PH!



YES.
YES.

YES!



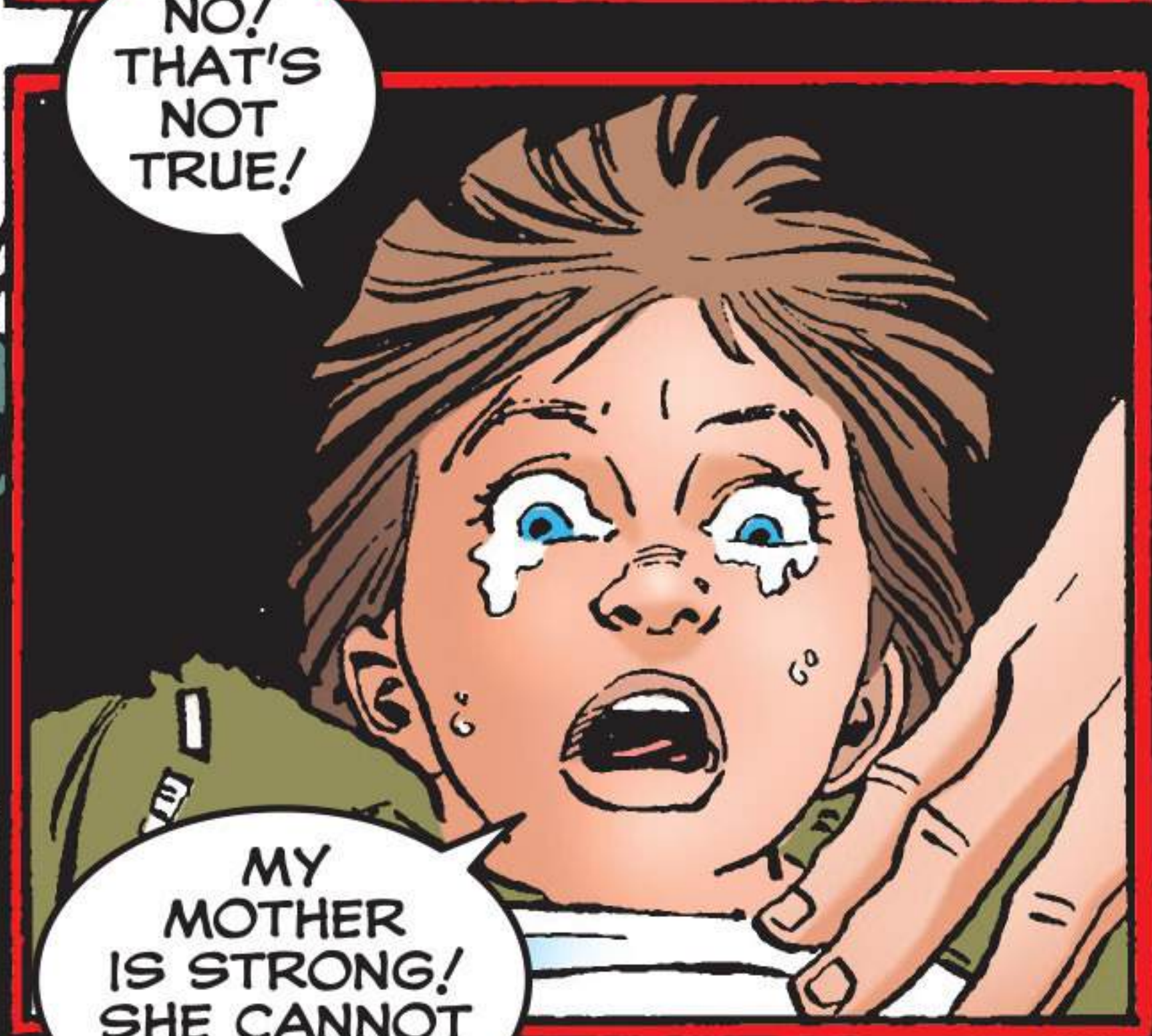


EXCUSE ME, OFFICER, BUT DID THE BOY SAY HE THOUGHT HIS MOTHER WAS STILL IN THERE?

I KNOW YOU MEAN WELL, SPIDER-MAN, BUT YOU'RE EXHAUSTED. BESIDES...



...NO ONE COULD STILL BE ALIVE IN THAT INFERNO.

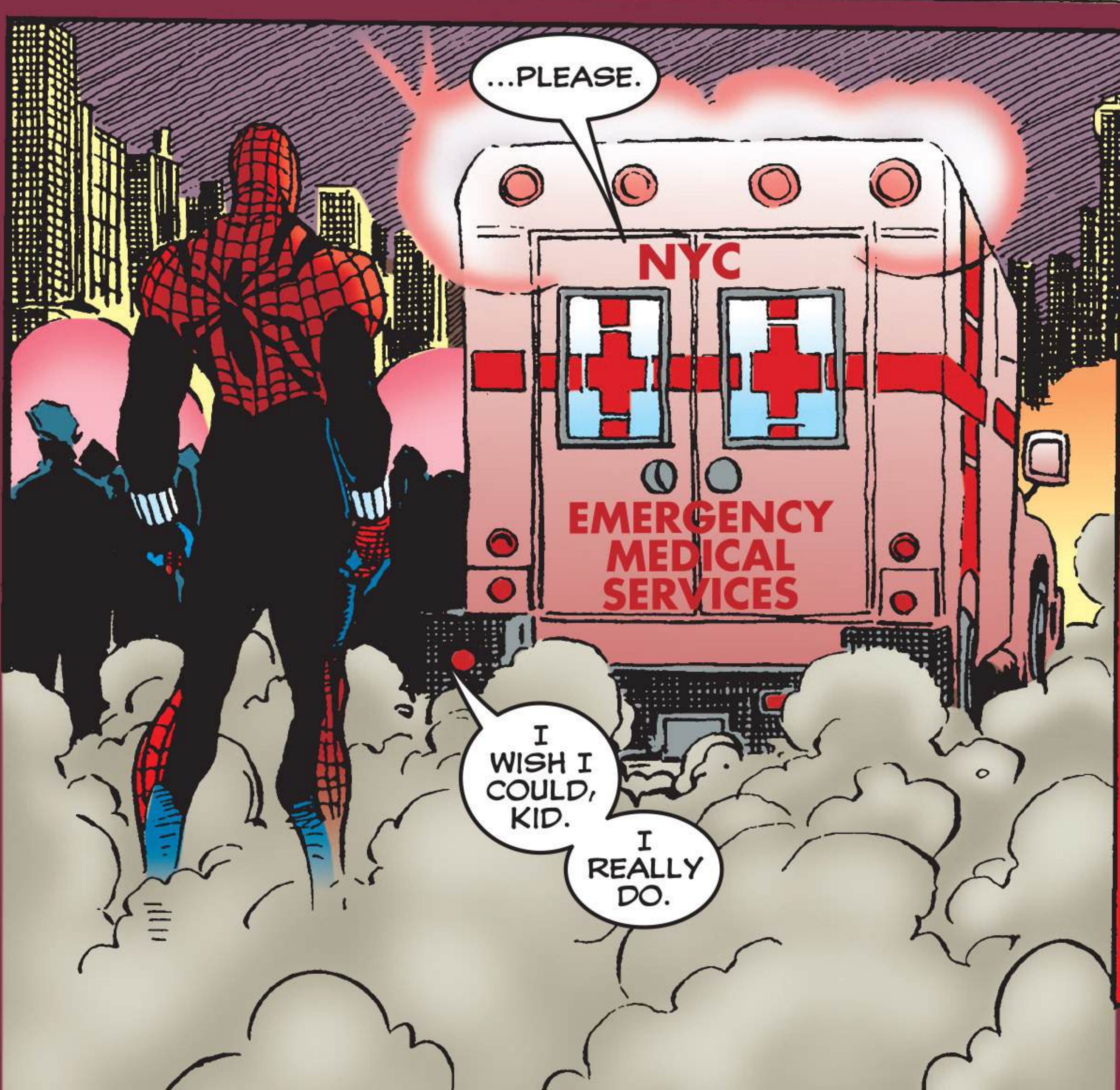


NO! THAT'S NOT TRUE!

MY MOTHER IS STRONG! SHE CANNOT BE HURT!



PLEASE, SPIDER-MAN...HELP HER...



...PLEASE.

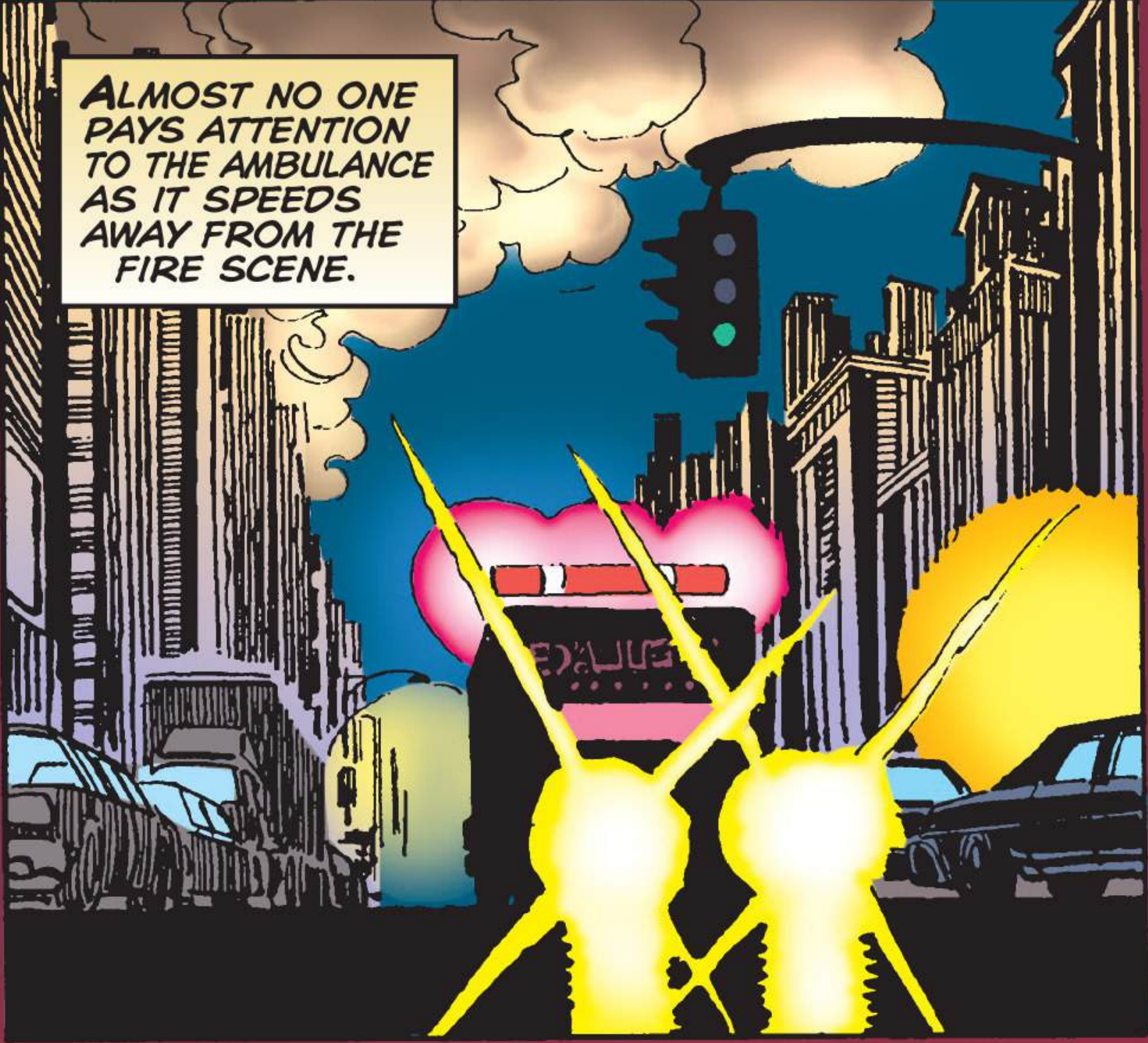
I WISH I COULD, KID.

I REALLY DO.



BECAUSE I KNOW WHAT IT'S LIKE TO HAVE NO ONE...

...AND NO CHANCE FOR A NORMAL LIFE.



ALMOST NO ONE
PAYS ATTENTION
TO THE AMBULANCE
AS IT SPEEDS
AWAY FROM THE
FIRE SCENE.

ALMOST
NO ONE.



LET'S
GET THE
SALINE DRIP
STARTED
AND
THEN --

WHAT
WAS THAT?!
DID WE HIT
SOME-
THING?



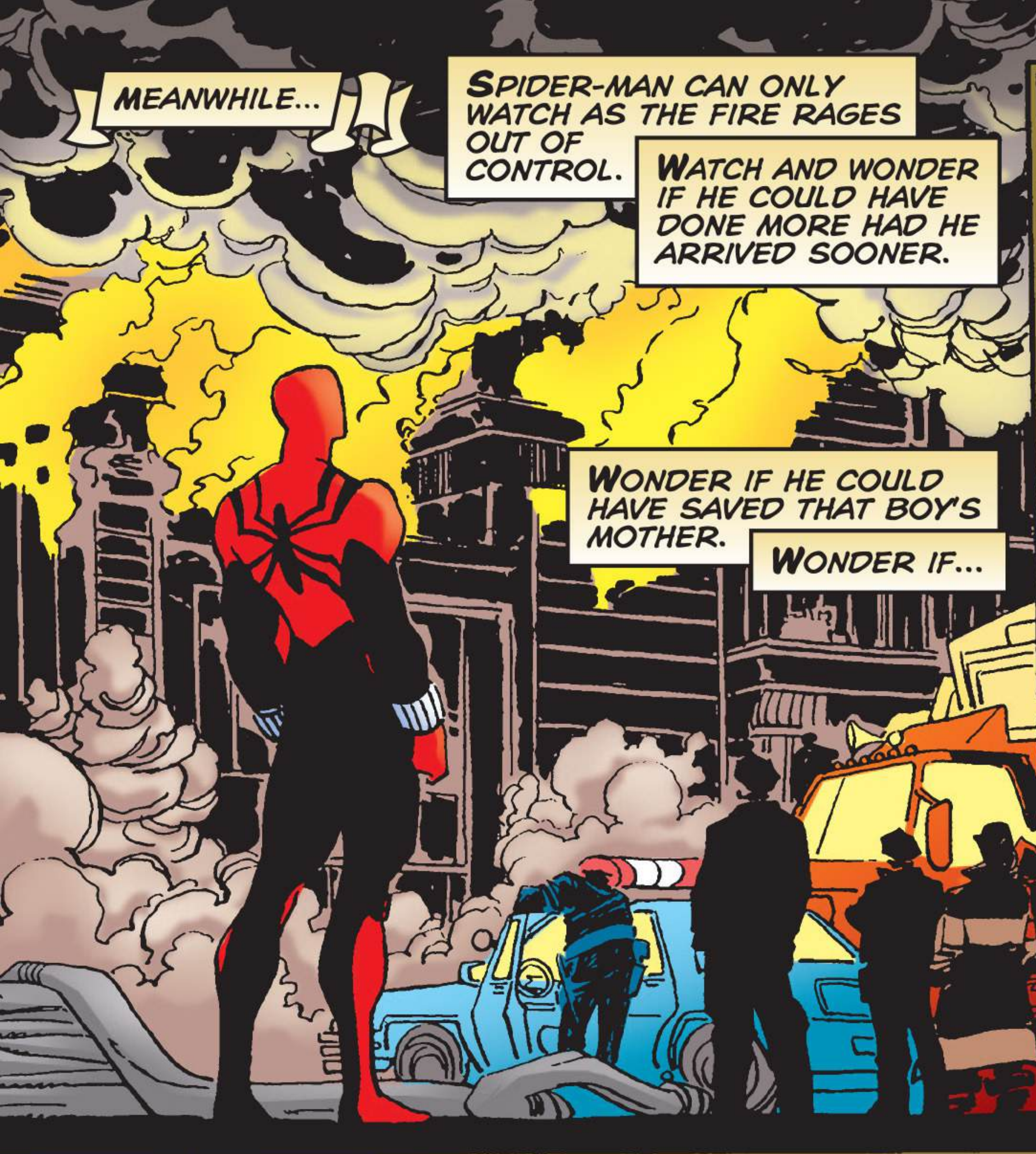
NO.
YOU HIT
NOTHING.



BUT
SOMEONE
HAS HIT
YOU!

I AM
EL TORO
NEGRO.

AND
THE BOY IS
MINE!



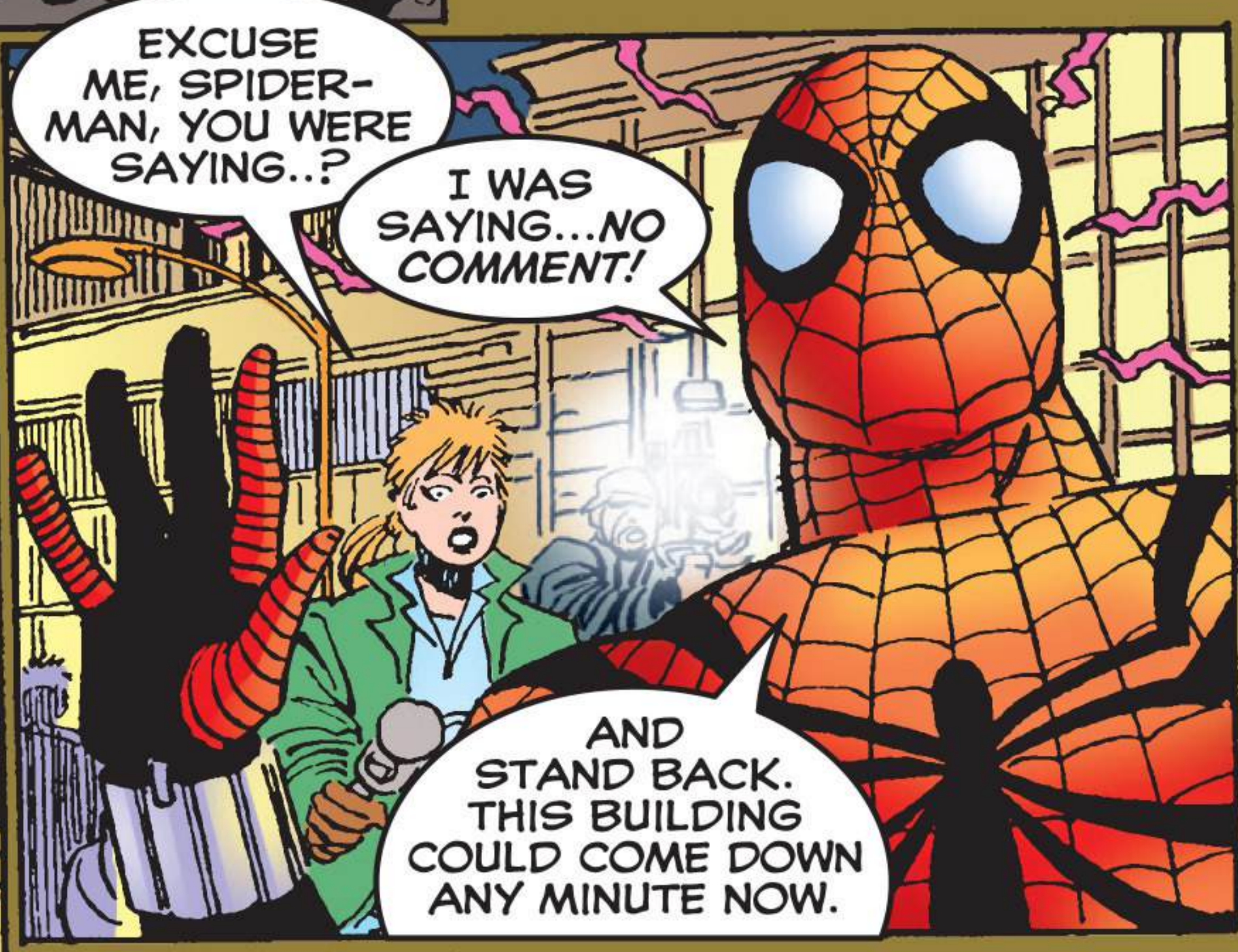
MEANWHILE...

SPIDER-MAN CAN ONLY WATCH AS THE FIRE RAGES OUT OF CONTROL.

WATCH AND WONDER IF HE COULD HAVE DONE MORE HAD HE ARRIVED SOONER.

WONDER IF HE COULD HAVE SAVED THAT BOY'S MOTHER.

WONDER IF...



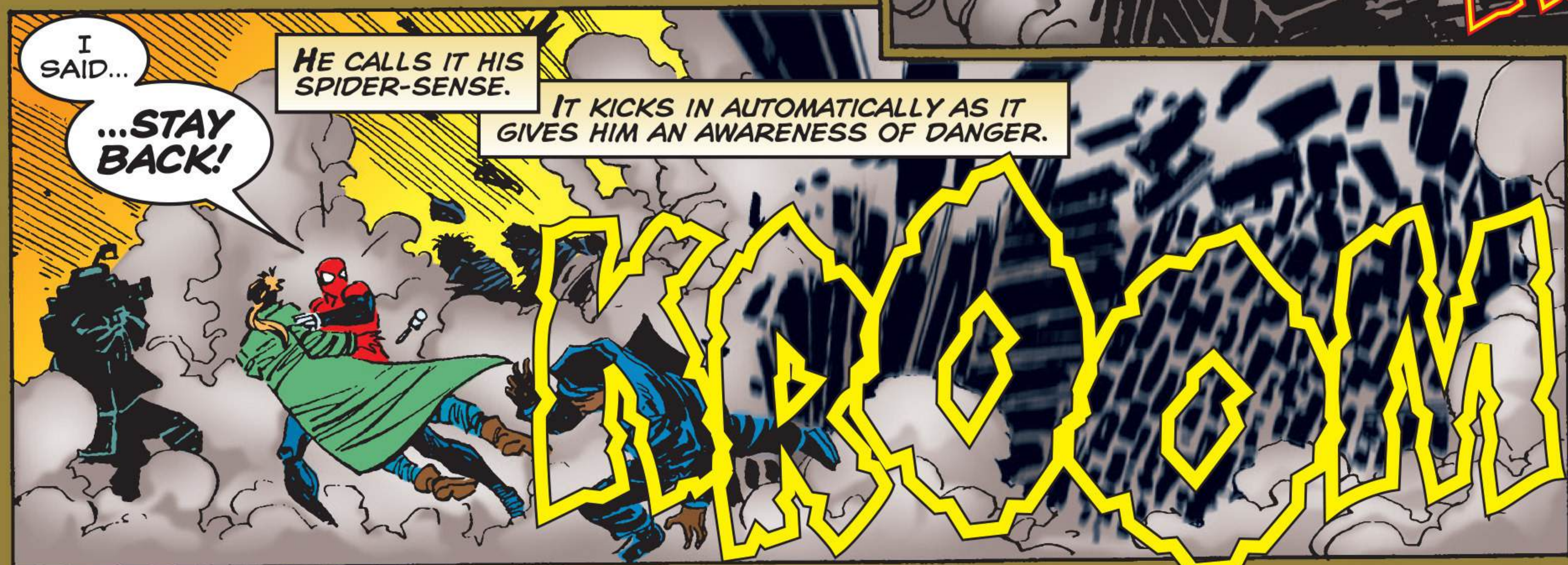
EXCUSE ME, SPIDER-MAN, YOU WERE SAYING..?

I WAS SAYING...NO COMMENT!

AND STAND BACK. THIS BUILDING COULD COME DOWN ANY MINUTE NOW.



I'VE BEEN TO MY SHARE OF FIRES. I THINK I CAN HANDLE MYSELF --

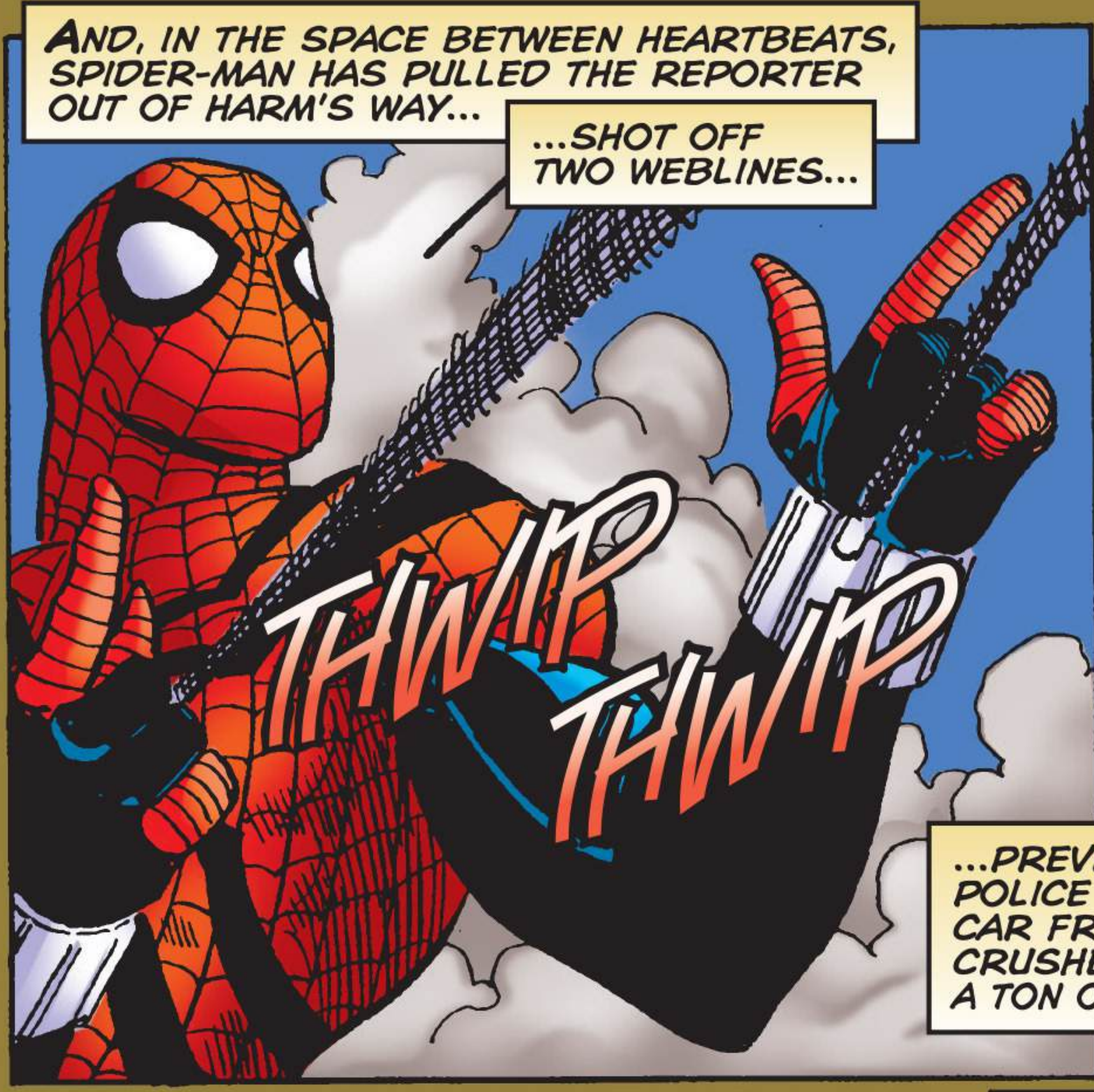


I SAID...

...STAY BACK!

HE CALLS IT HIS SPIDER-SENSE.

IT KICKS IN AUTOMATICALLY AS IT GIVES HIM AN AWARENESS OF DANGER.

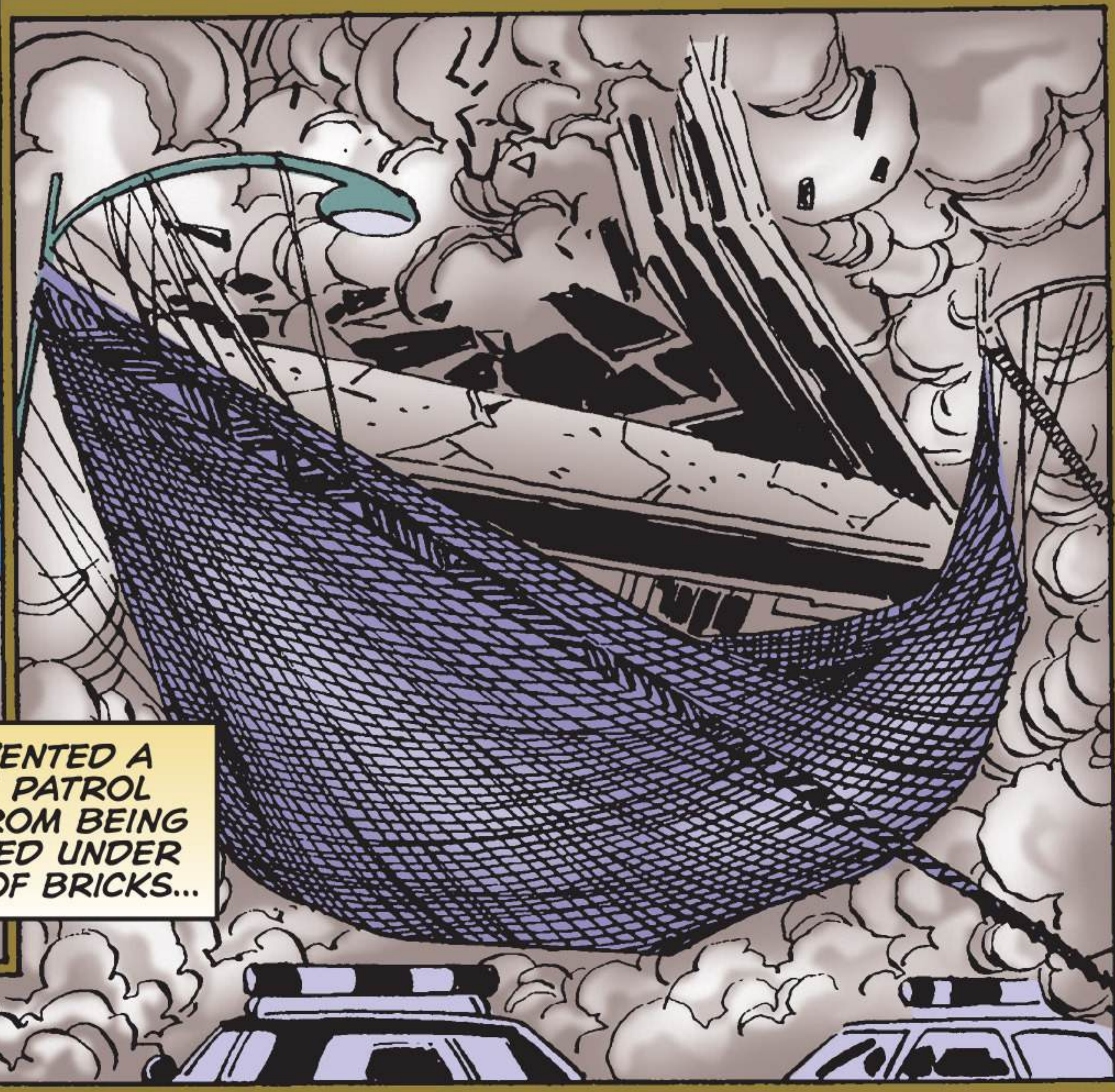


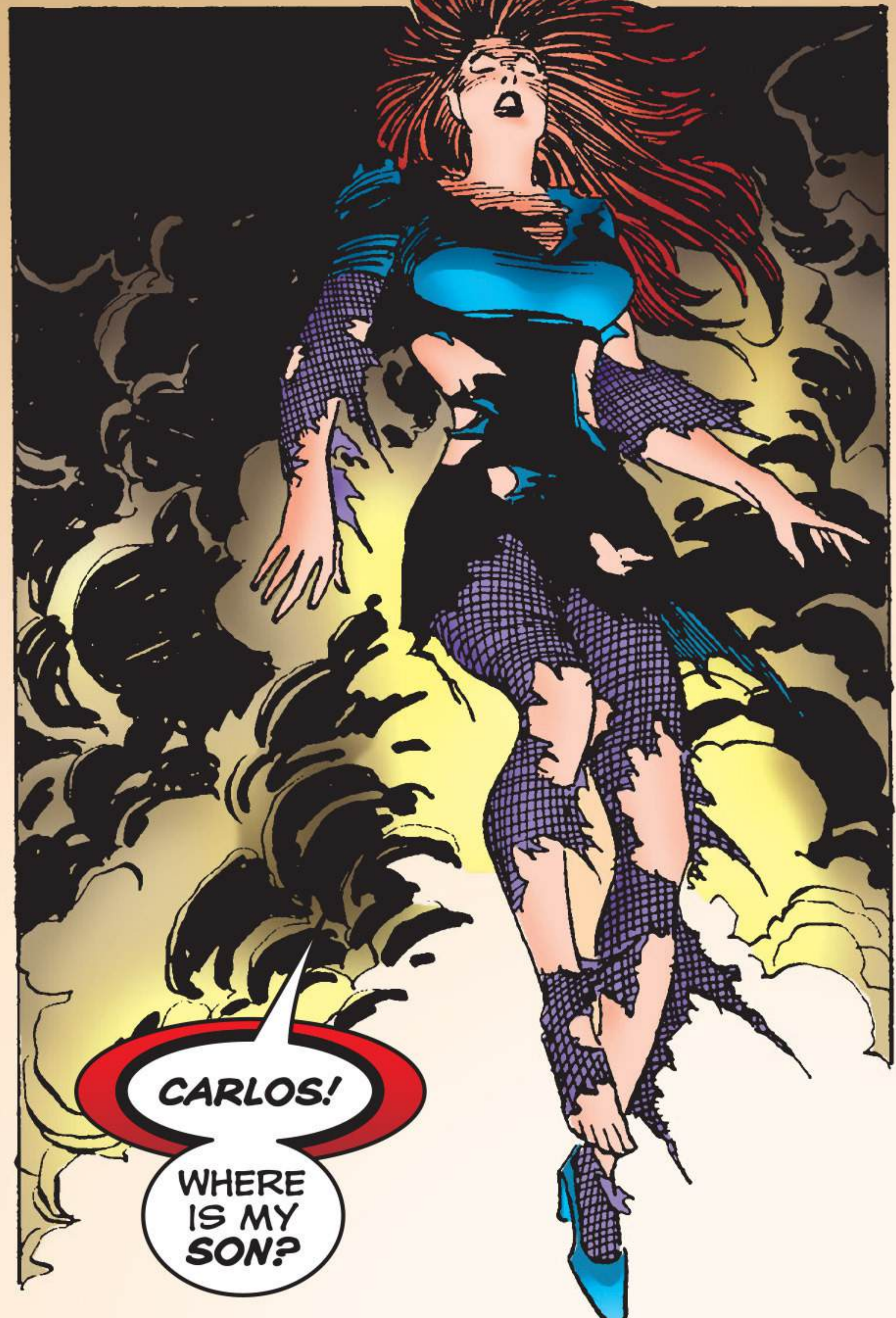
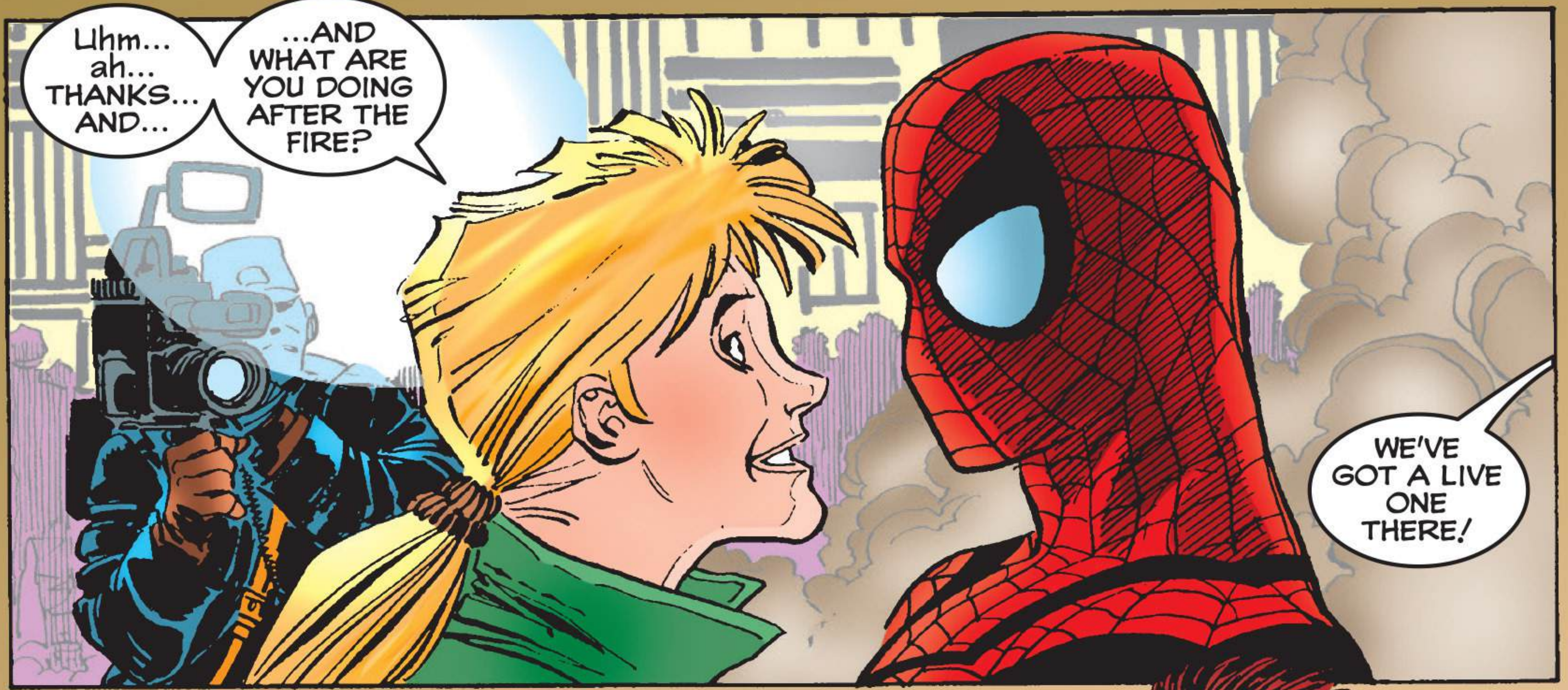
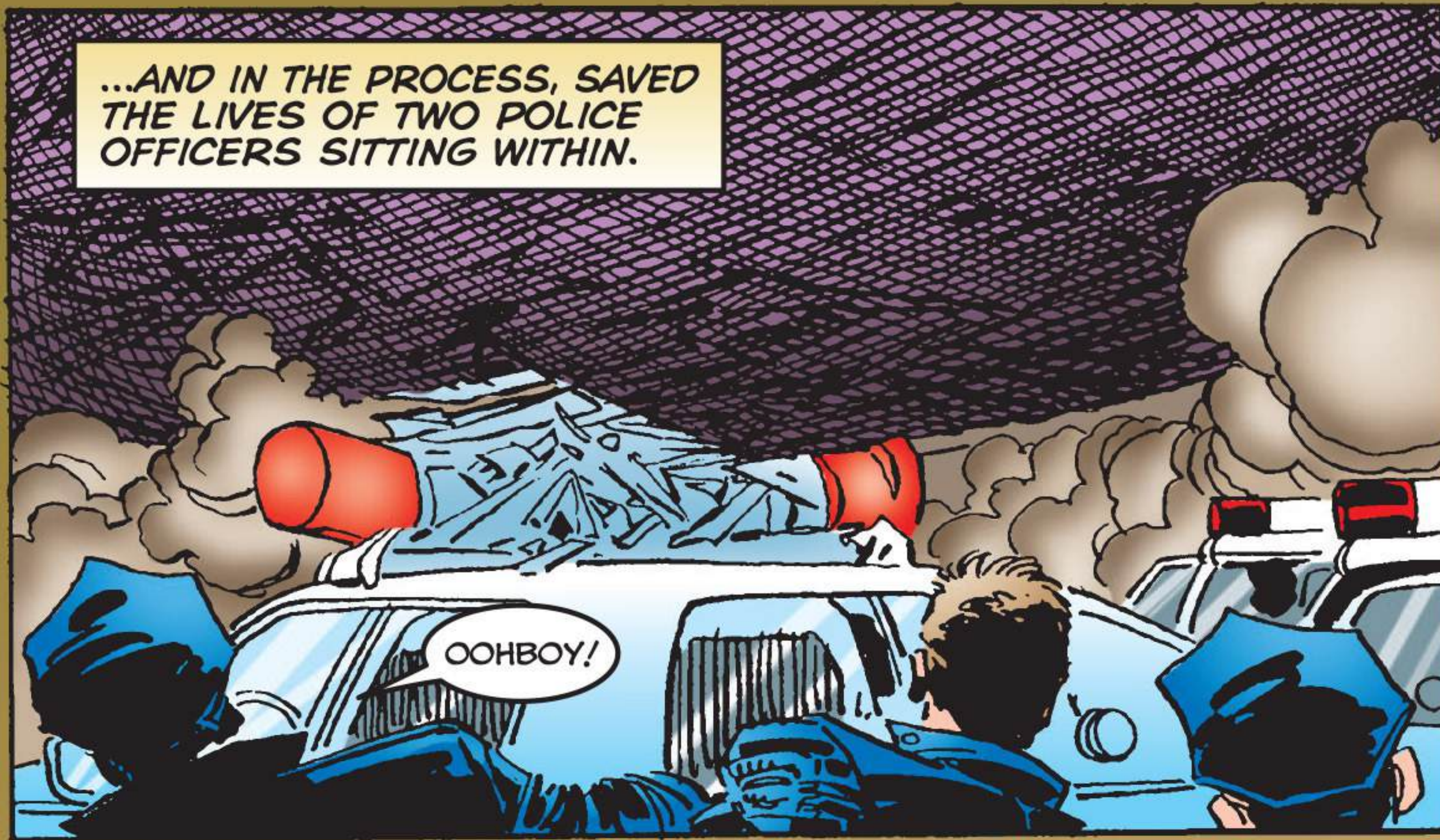
AND, IN THE SPACE BETWEEN HEARTBEATS, SPIDER-MAN HAS PULLED THE REPORTER OUT OF HARM'S WAY...

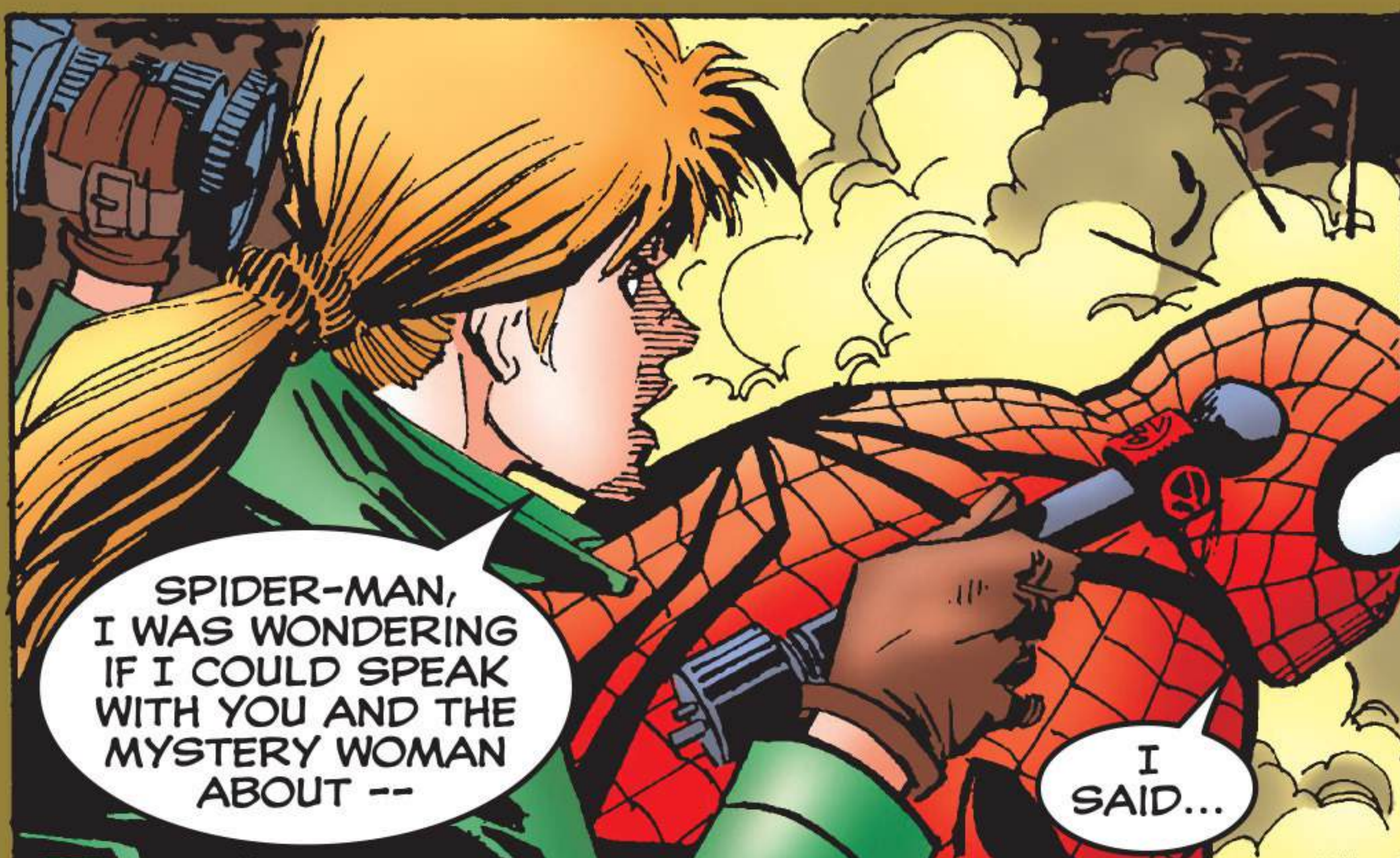
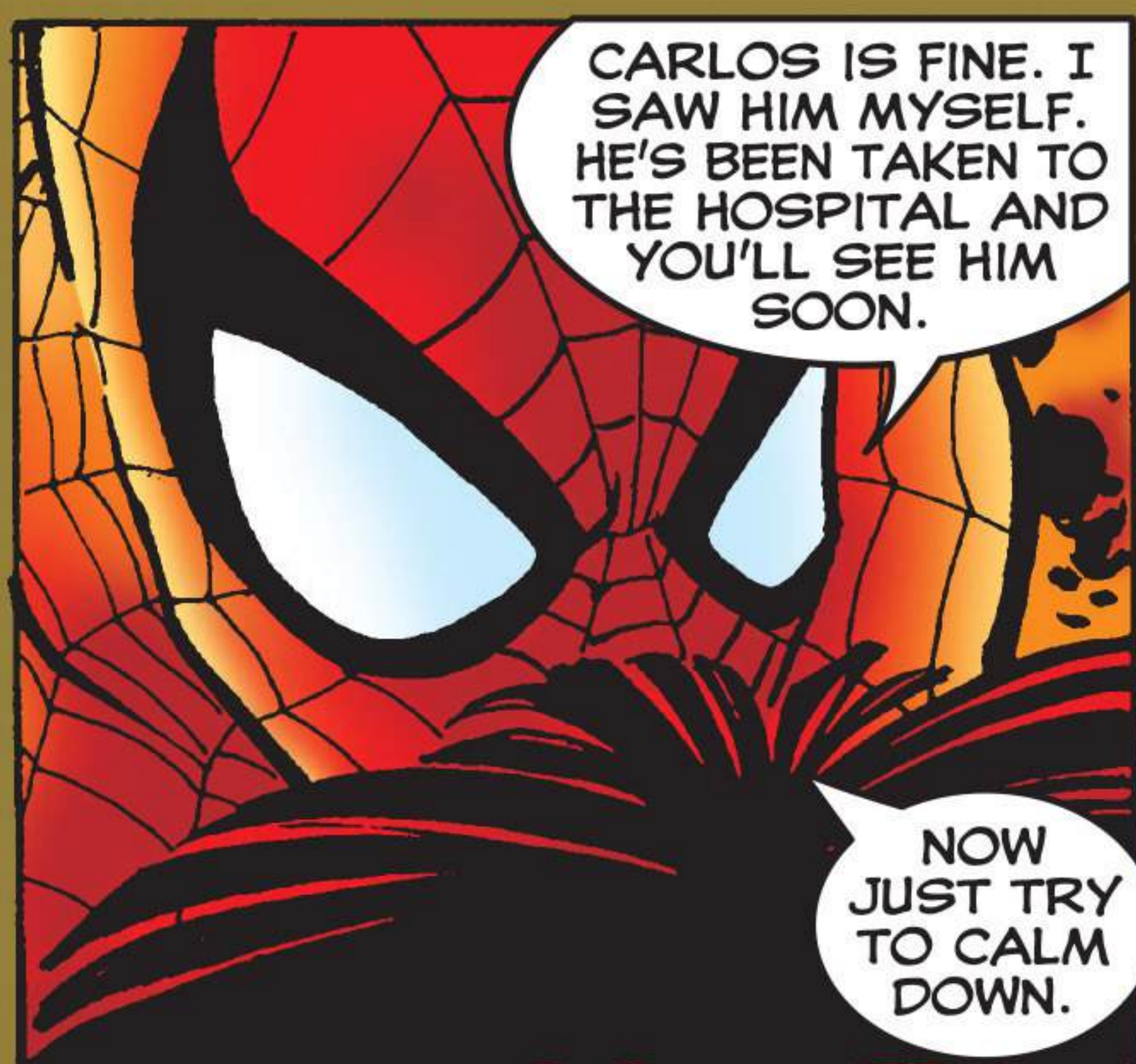
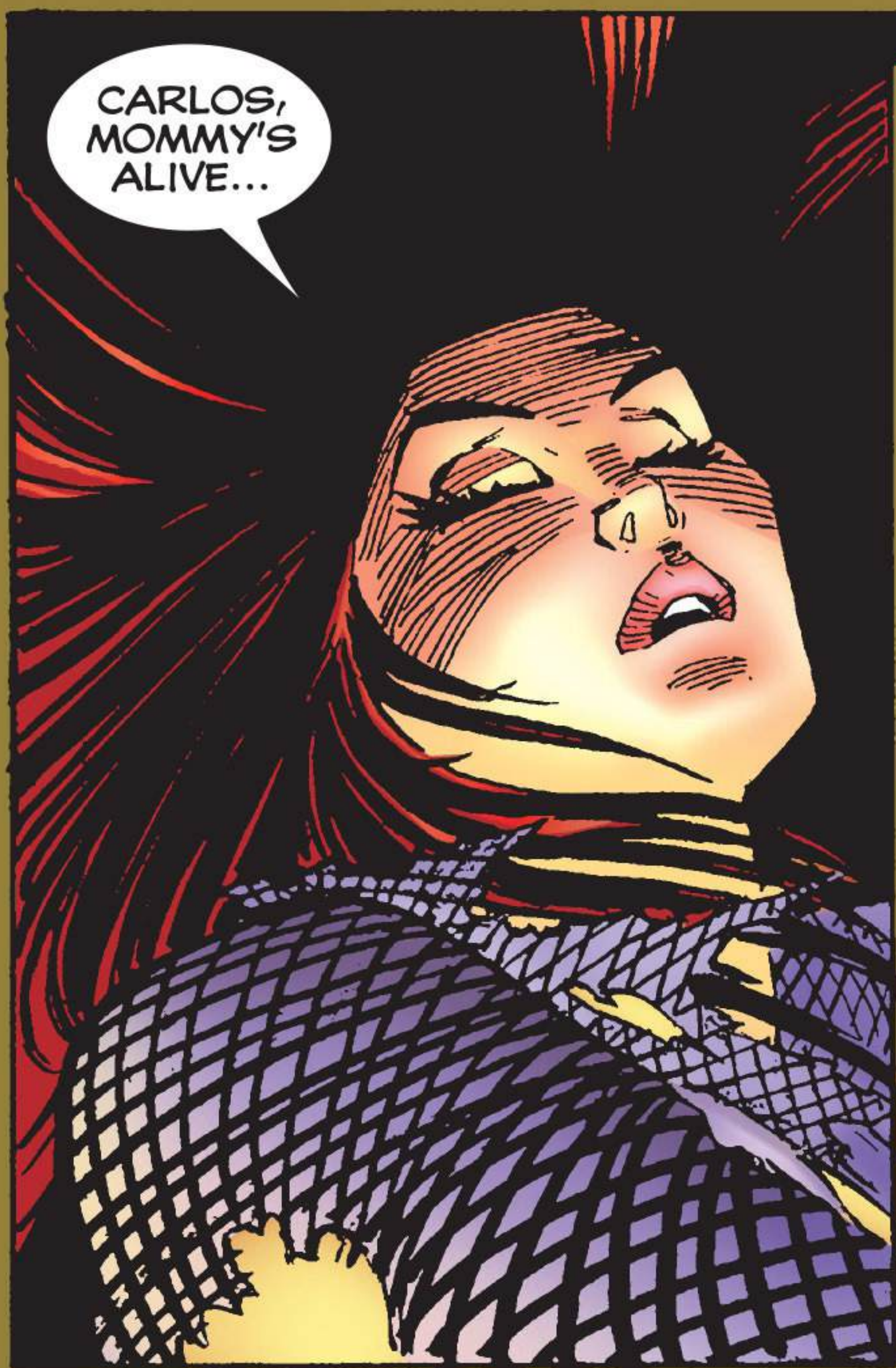
...SHOT OFF TWO WEBLINES...

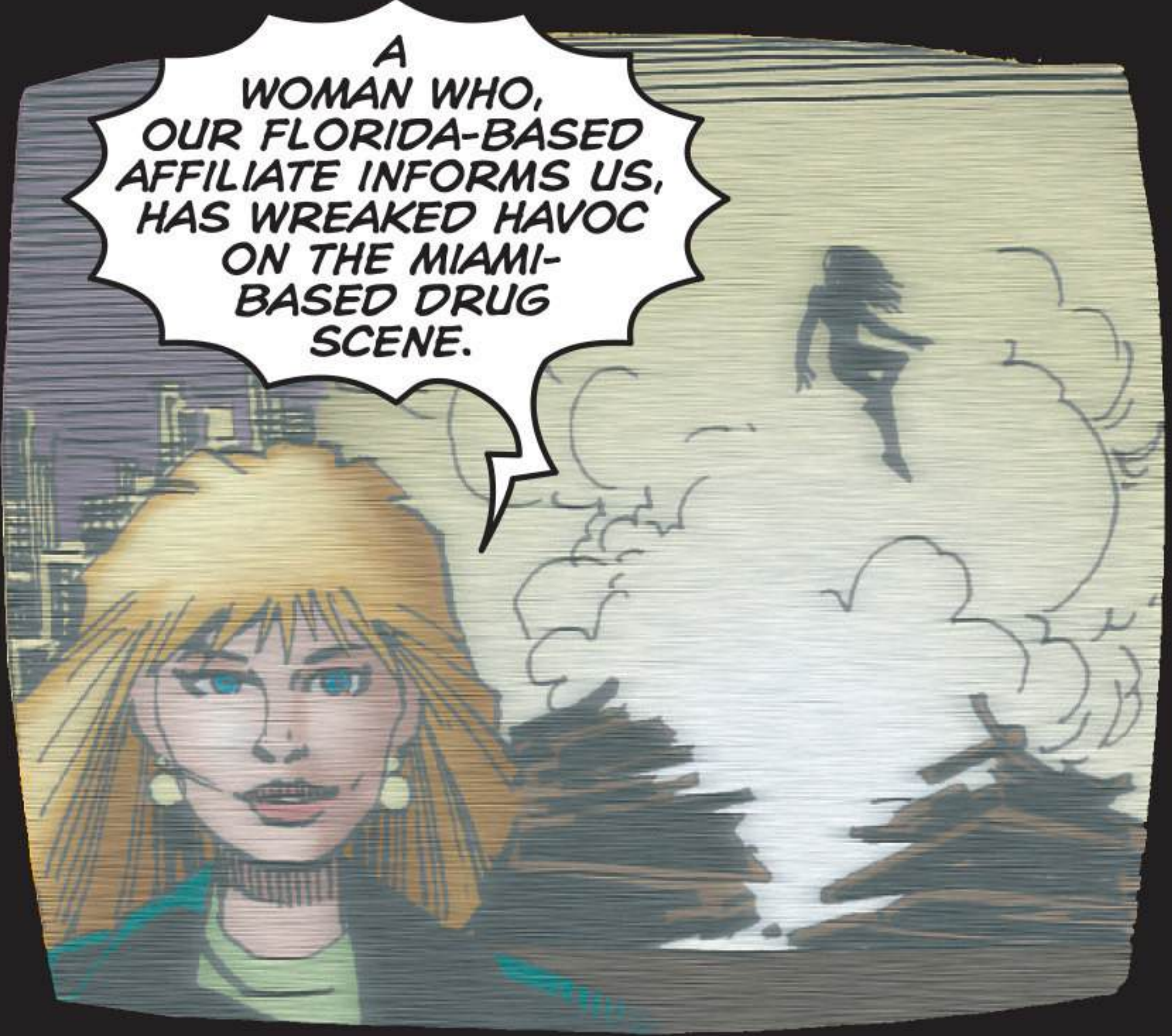
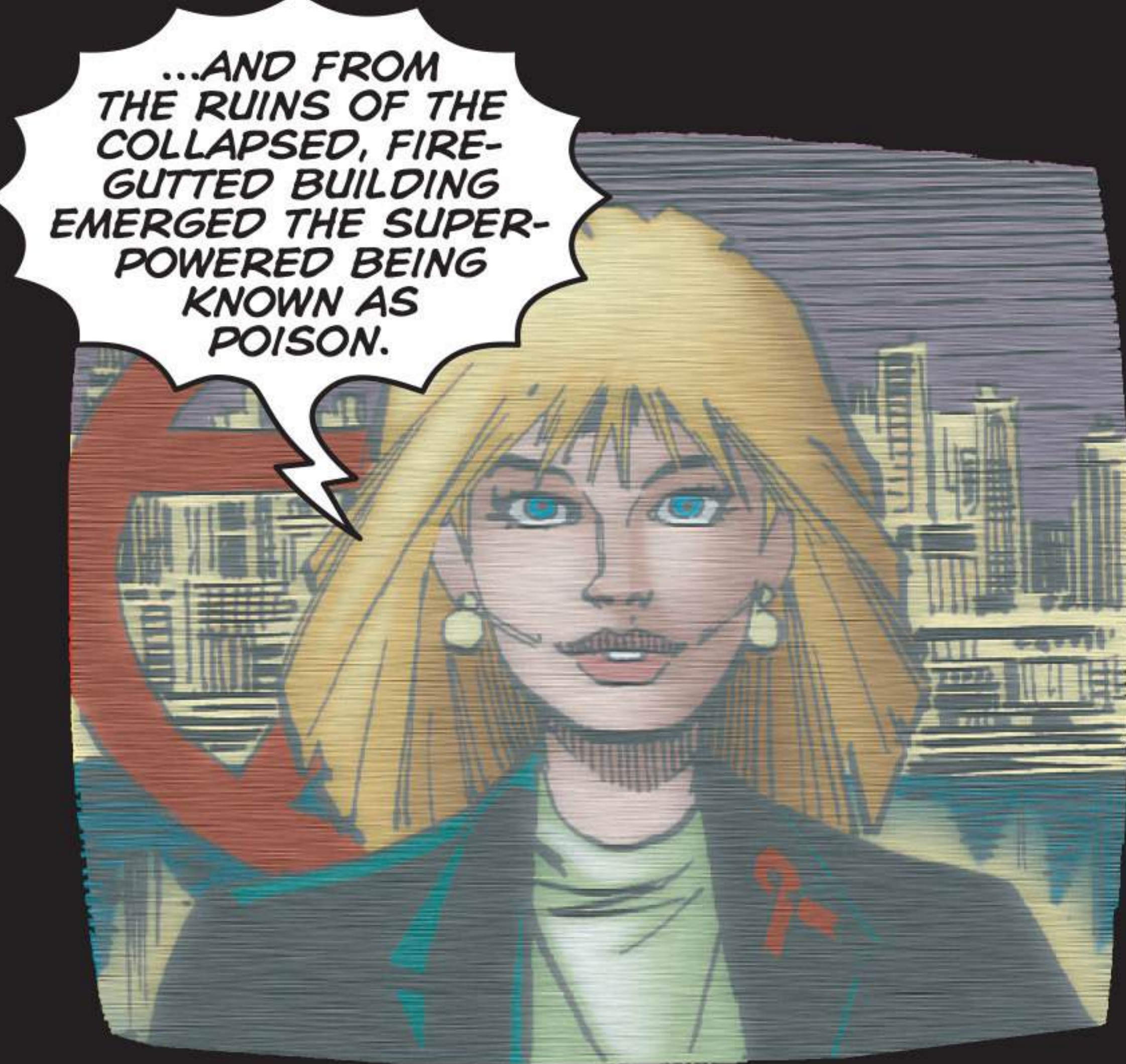
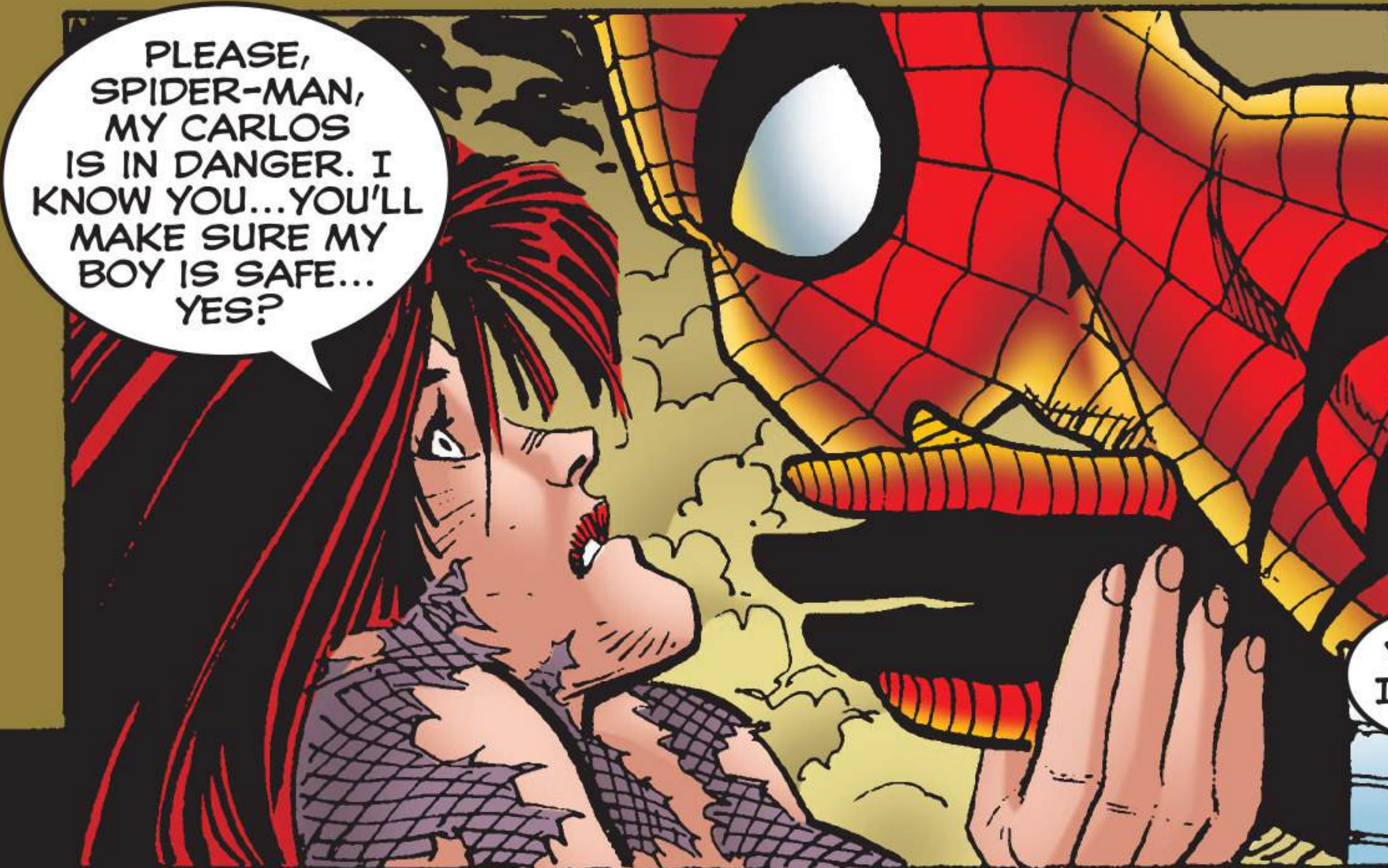
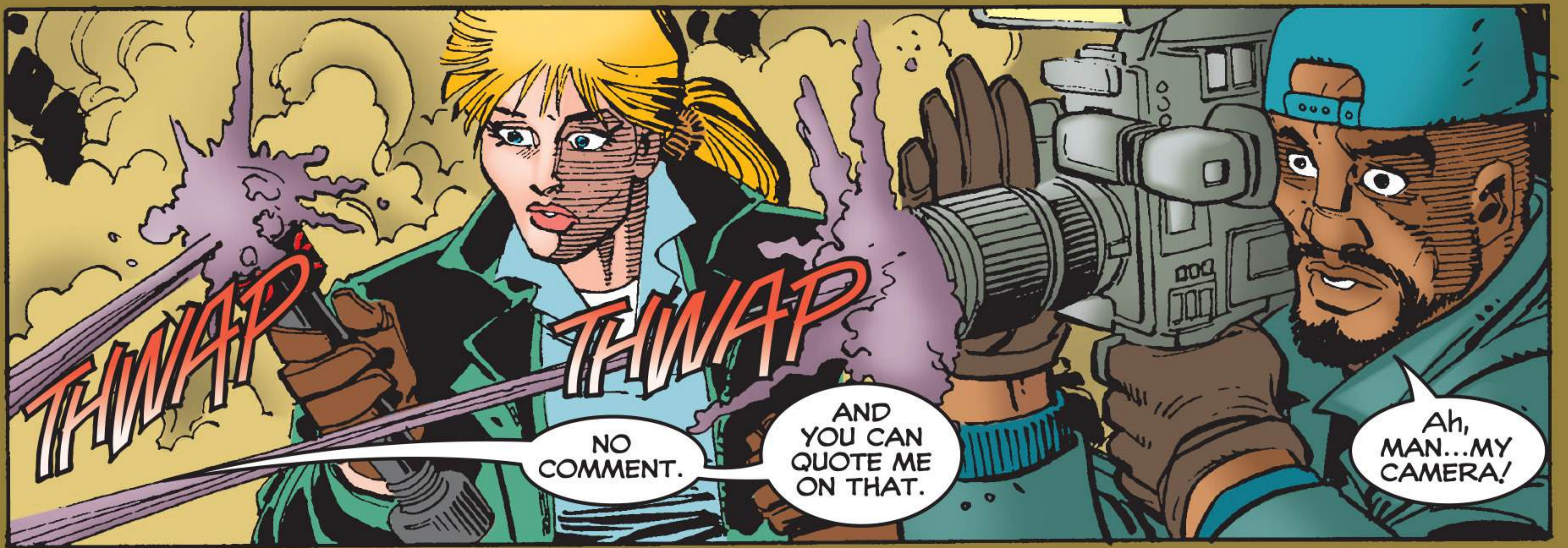
THWIP THWIP

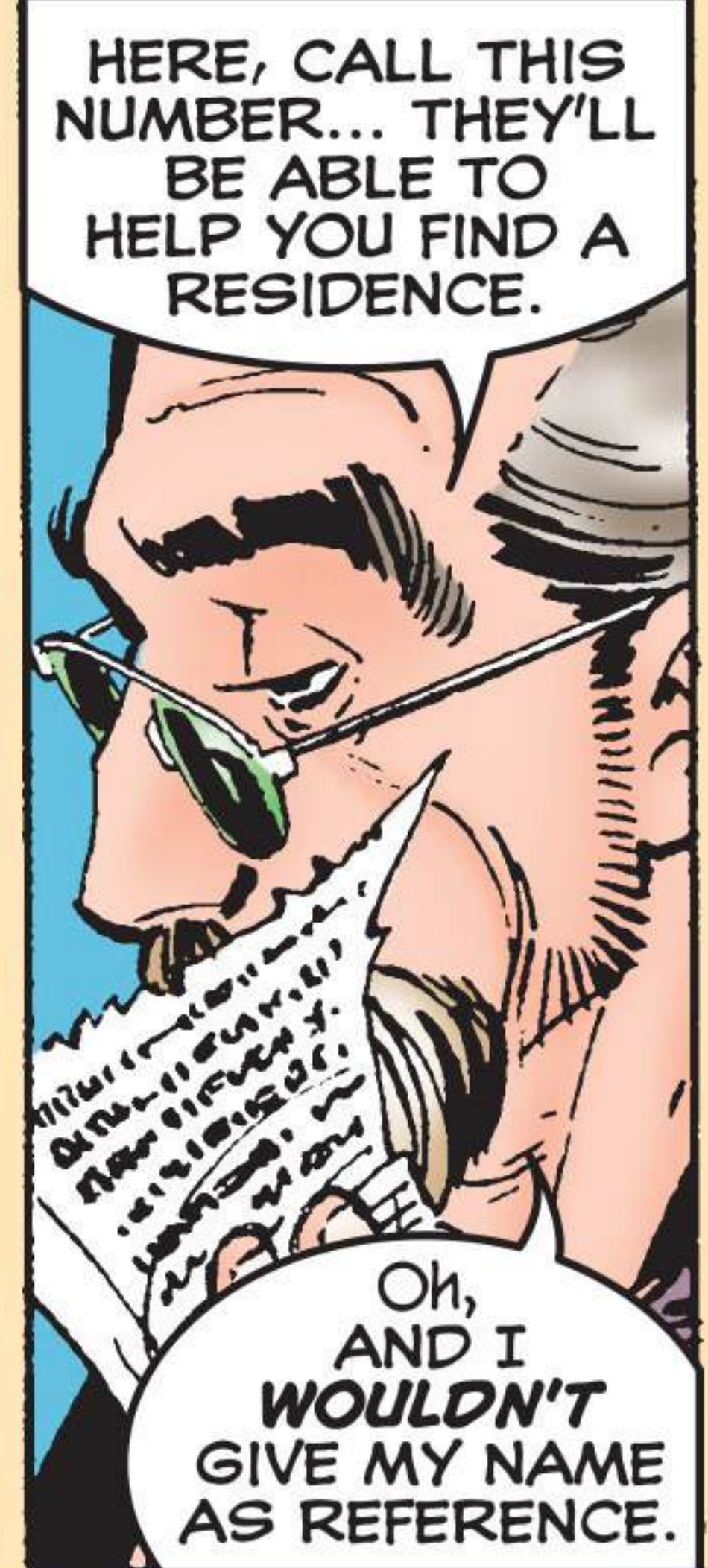
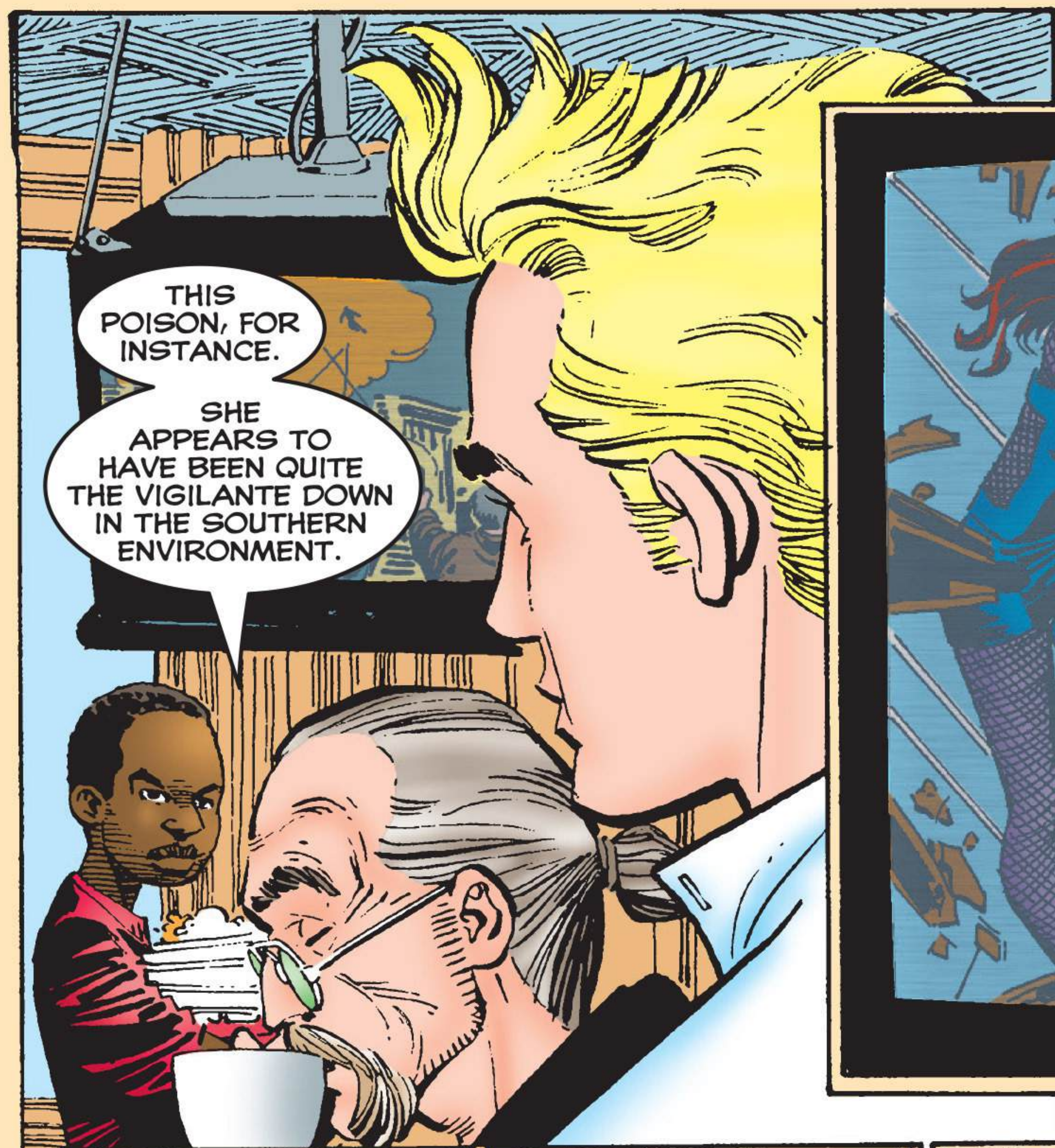
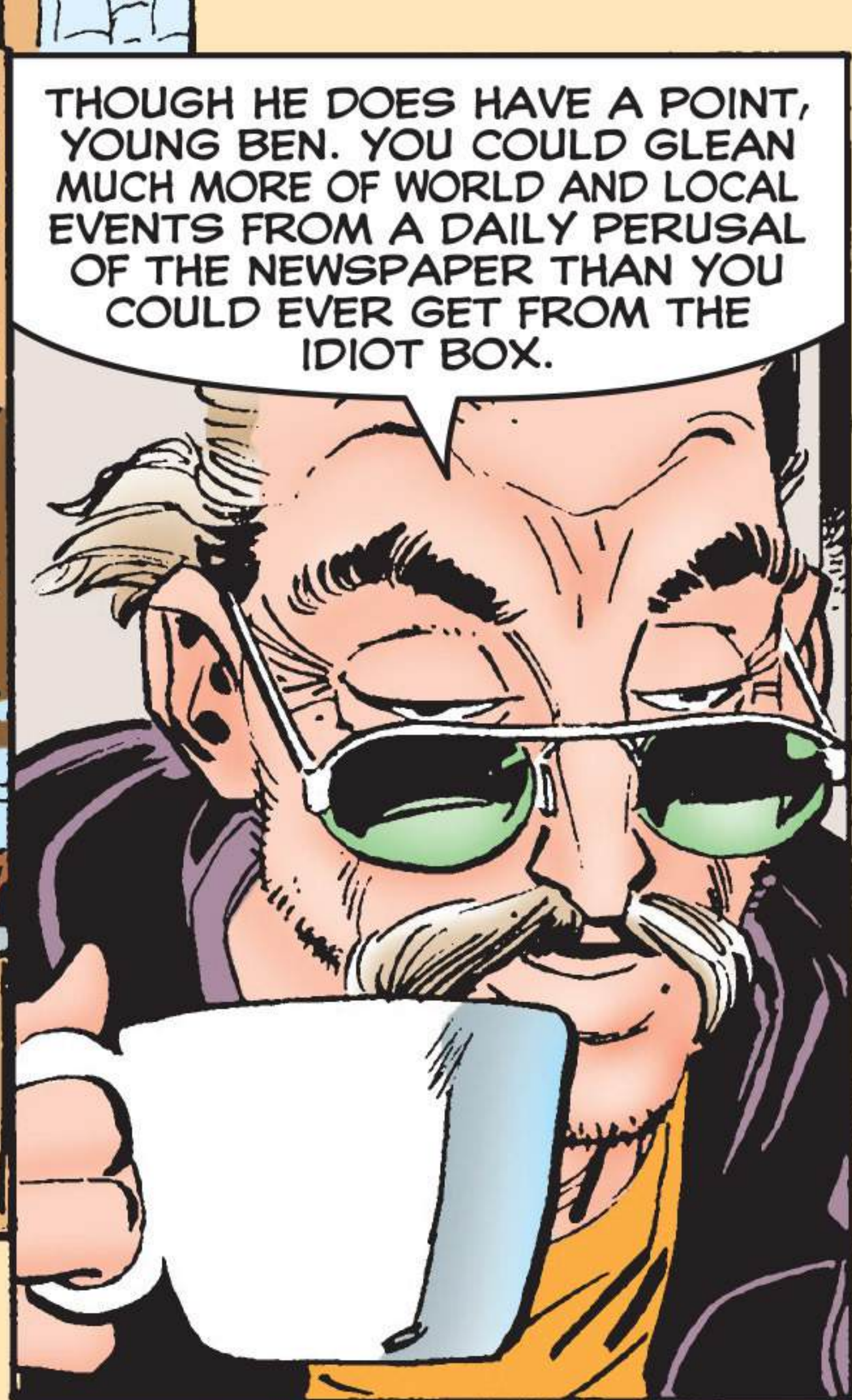
...PREVENTED A POLICE PATROL CAR FROM BEING CRUSHED UNDER A TON OF BRICKS...







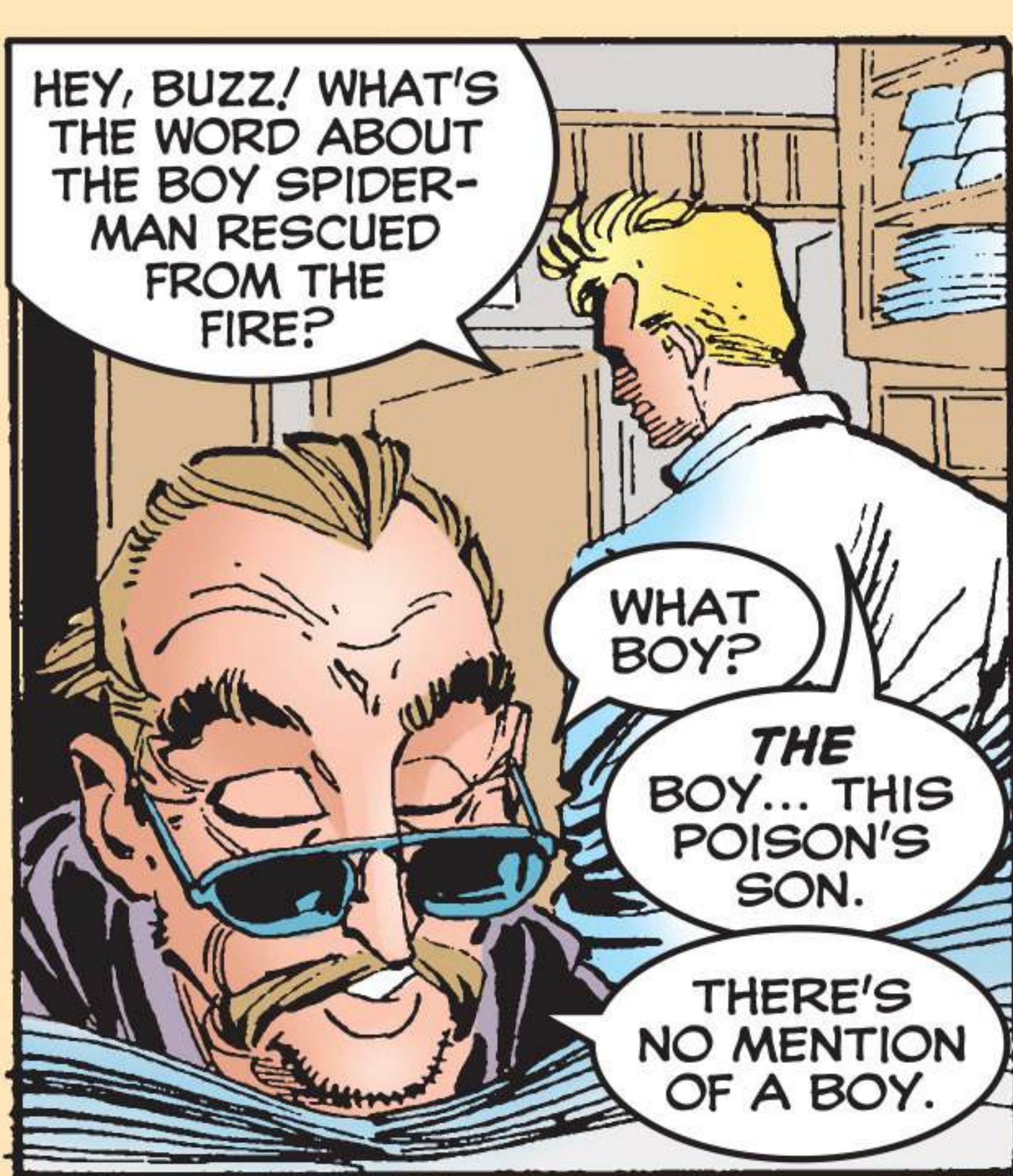






THINGS ARE FINALLY SETTLING DOWN FOR ME AFTER FIVE YEARS ON THE ROAD.

A JOB, A LEAD ON AN APARTMENT, NOW IF SEWARD WOULD JUST GET BETTER...



HEY, BUZZ! WHAT'S THE WORD ABOUT THE BOY SPIDER-MAN RESCUED FROM THE FIRE?

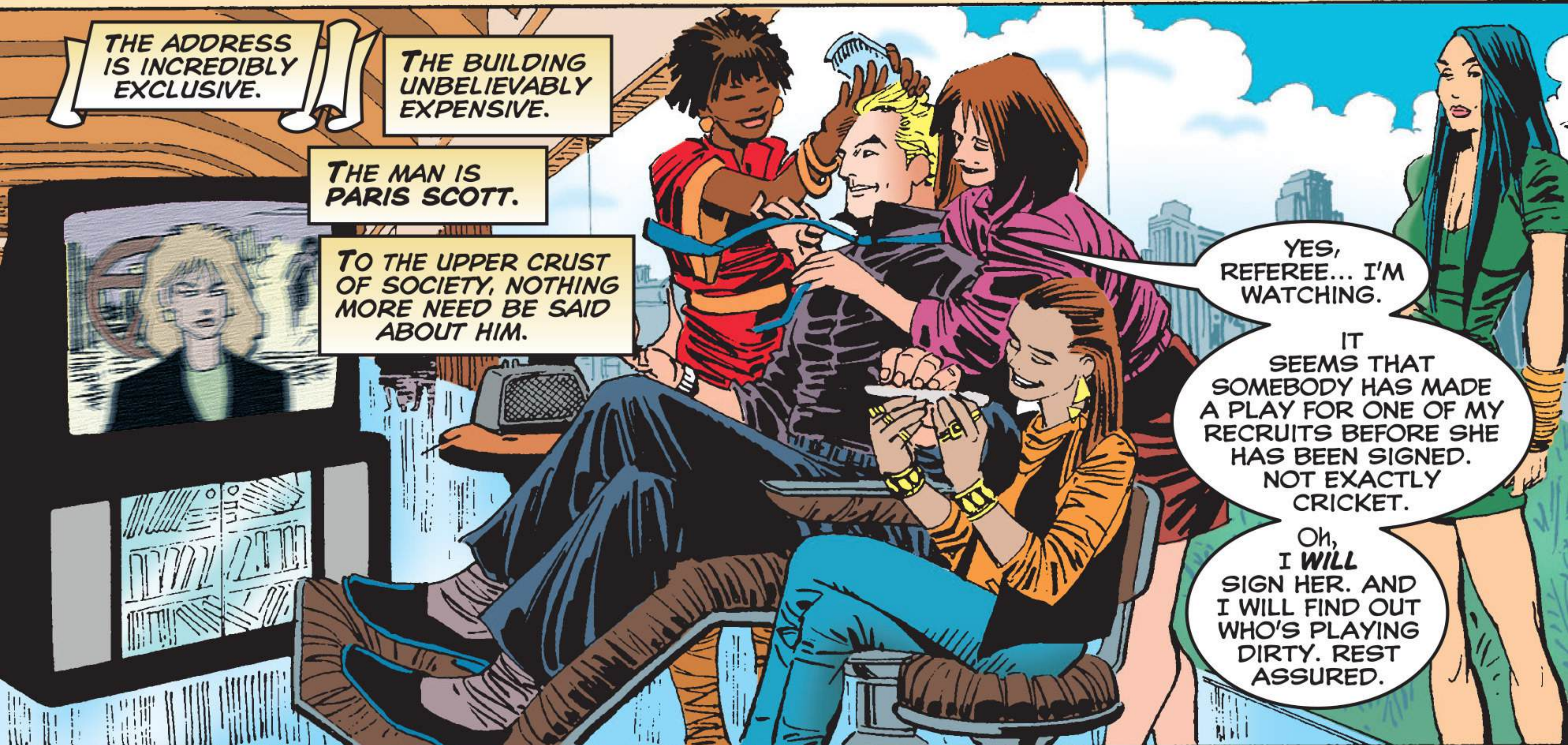
WHAT BOY?

THE BOY... THIS POISON'S SON.

THERE'S NO MENTION OF A BOY.



HOW CAN THAT BE?



THE ADDRESS IS INCREDIBLY EXCLUSIVE.

THE BUILDING UNBELIEVABLY EXPENSIVE.

THE MAN IS PARIS SCOTT.

TO THE UPPER CRUST OF SOCIETY, NOTHING MORE NEED BE SAID ABOUT HIM.

YES, REFEREE... I'M WATCHING.

IT SEEMS THAT SOMEBODY HAS MADE A PLAY FOR ONE OF MY RECRUITS BEFORE SHE HAS BEEN SIGNED. NOT EXACTLY CRICKET.

Oh, I **WILL** SIGN HER. AND I WILL FIND OUT WHO'S PLAYING DIRTY. REST ASSURED.



ELSEWHERE...

THAT SHOULD DO IT, **Mr. HINES**. WITH THAT SIGNATURE YOU ARE THE PROUD OWNER OF **WRXI**-SATELLITE TELEVISION STATION.

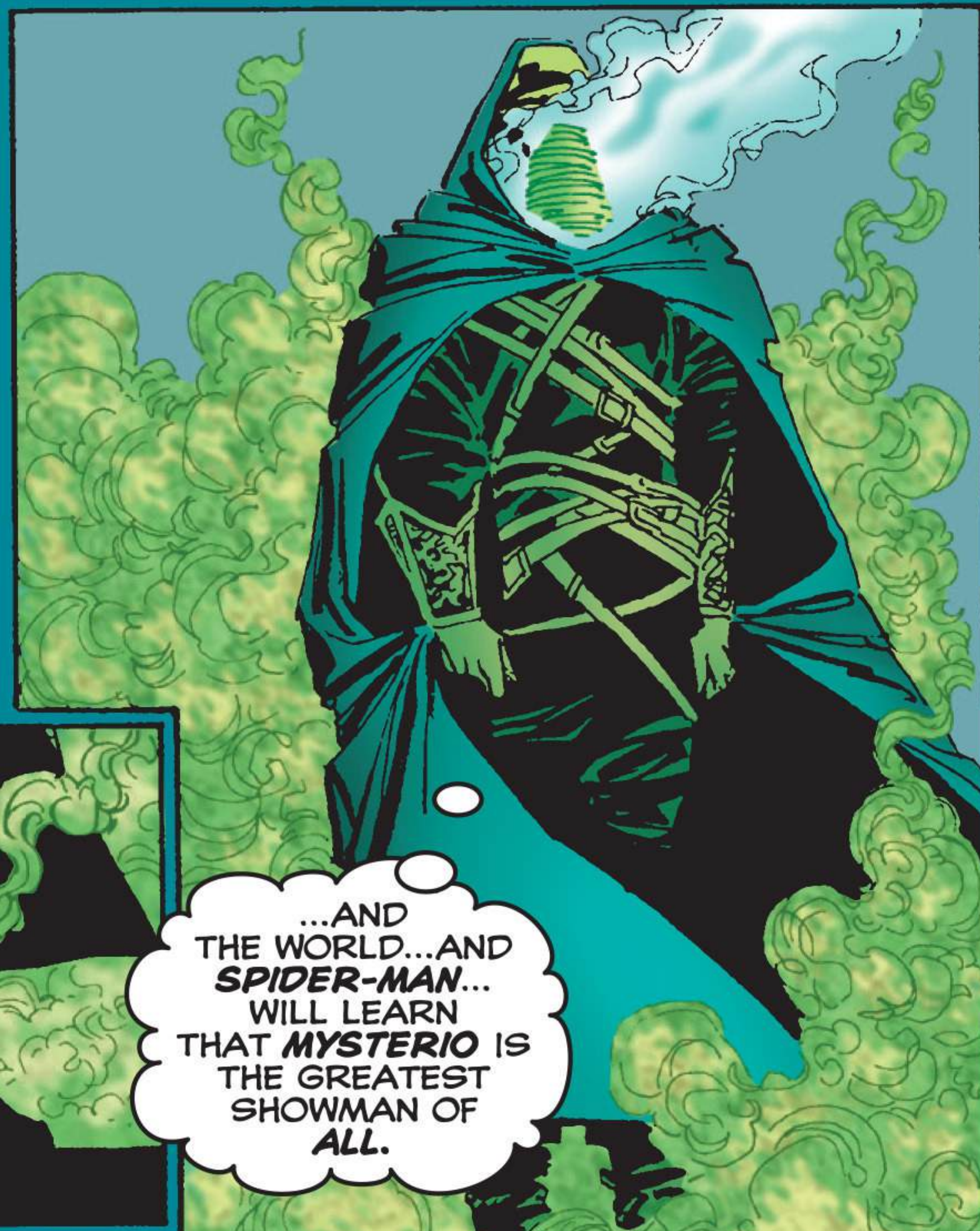
I WISH YOU WELL.

THANK YOU, GENTLEMEN...

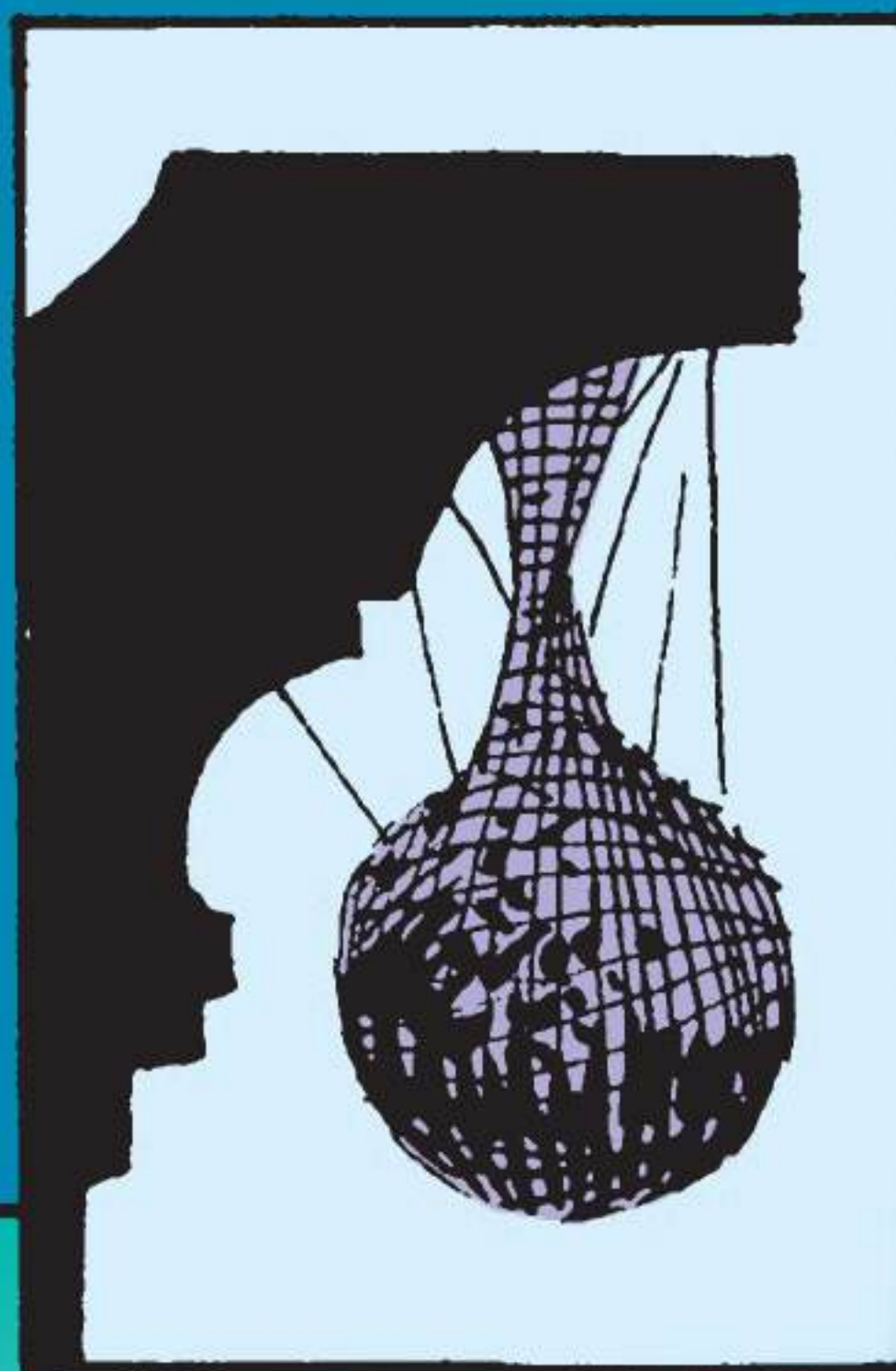


...FOR PROVIDING ME WITH THE **KEY** TO MY MASTER SCHEME.

ONCE MY CABLE NETWORK IS OPERATIONAL, I WILL **RULE** THE AIRWAVES...



...AND THE WORLD...AND **SPIDER-MAN**... WILL LEARN THAT **MYSTERIO** IS THE GREATEST SHOWMAN OF **ALL**.



A SHORT
TIME LATER...

YOU
LIED! YOU
LIED TO
ME!

I SAID
HOLD HER
DOWN!

GET
MORE
ORDERLIES
IN HERE
AND PREPARE
THE SEDATIVE,
FOR GOD'S
SAKE!

YOU
SAID HE WAS
SAFE!

YOU
SAID YOU'D
PROTECT
HIM!

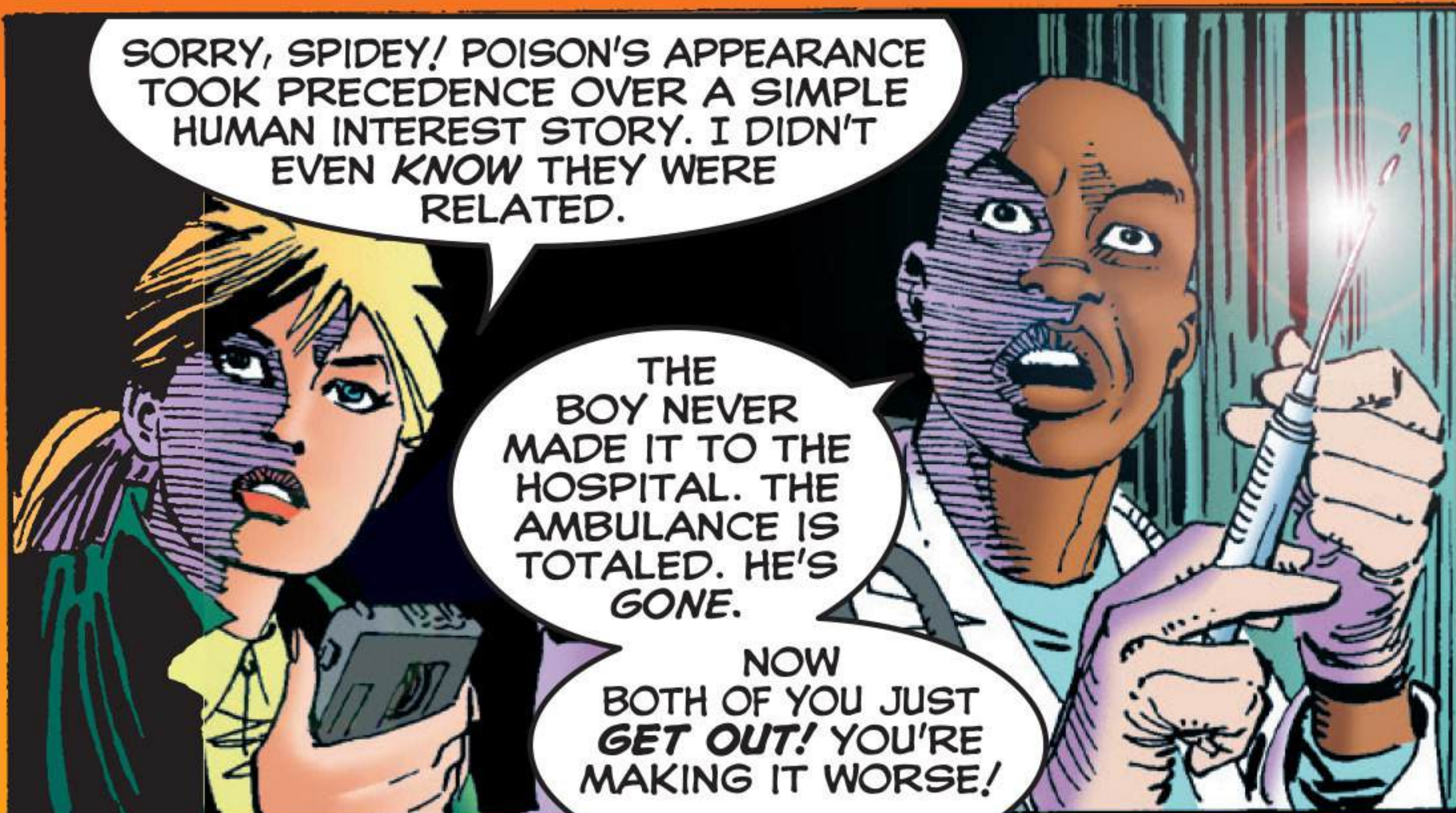
KARLSON!
YOU WERE
THERE... WHAT
HAPPENED TO
THE BOY?!



SORRY, SPIDEY! POISON'S APPEARANCE
TOOK PRECEDENCE OVER A SIMPLE
HUMAN INTEREST STORY. I DIDN'T
EVEN KNOW THEY WERE
RELATED.

THE
BOY NEVER
MADE IT TO THE
HOSPITAL. THE
AMBULANCE IS
TOTALED. HE'S
GONE.

NOW
BOTH OF YOU JUST
GET OUT! YOU'RE
MAKING IT WORSE!



YEAH...
I AM.

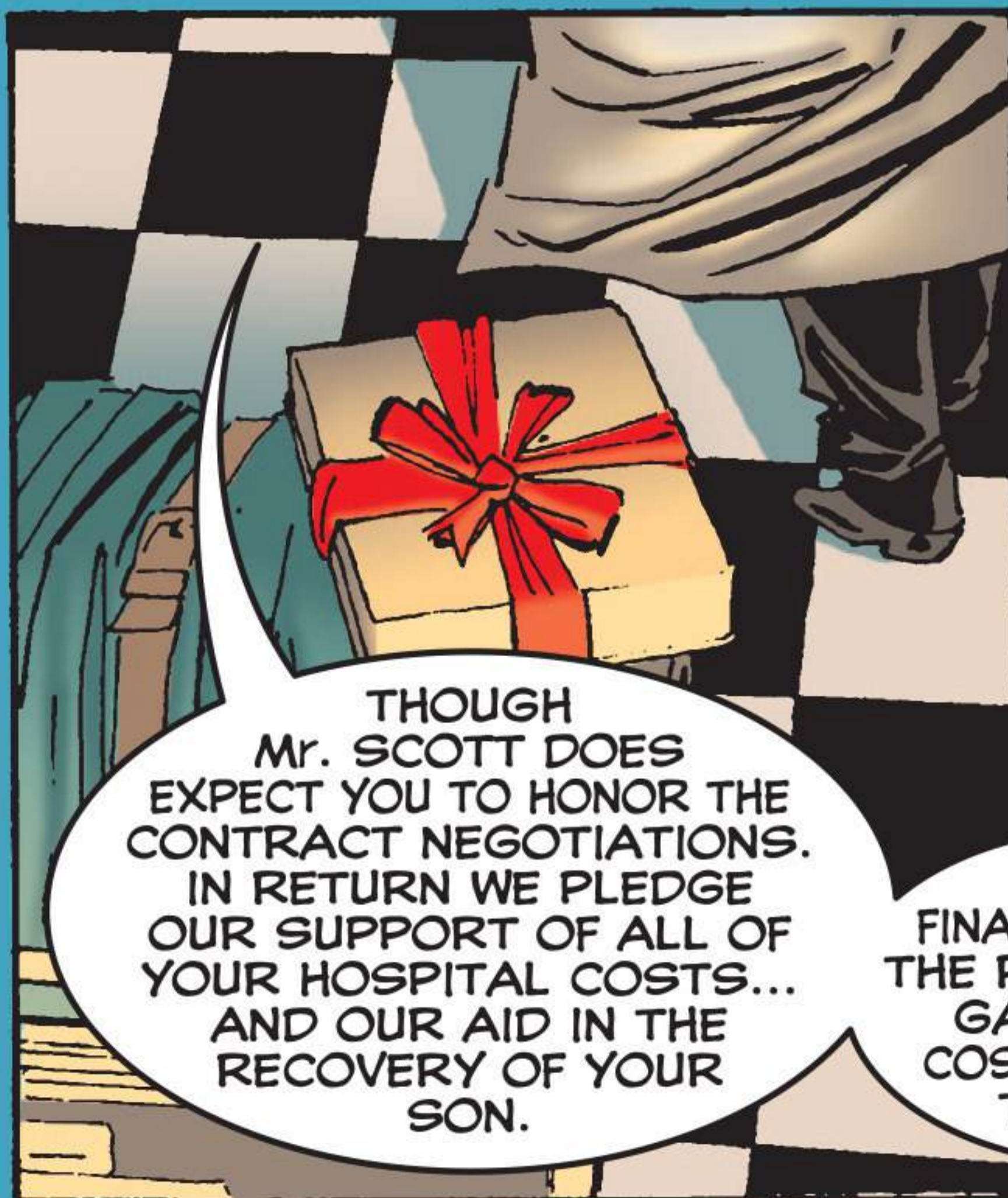
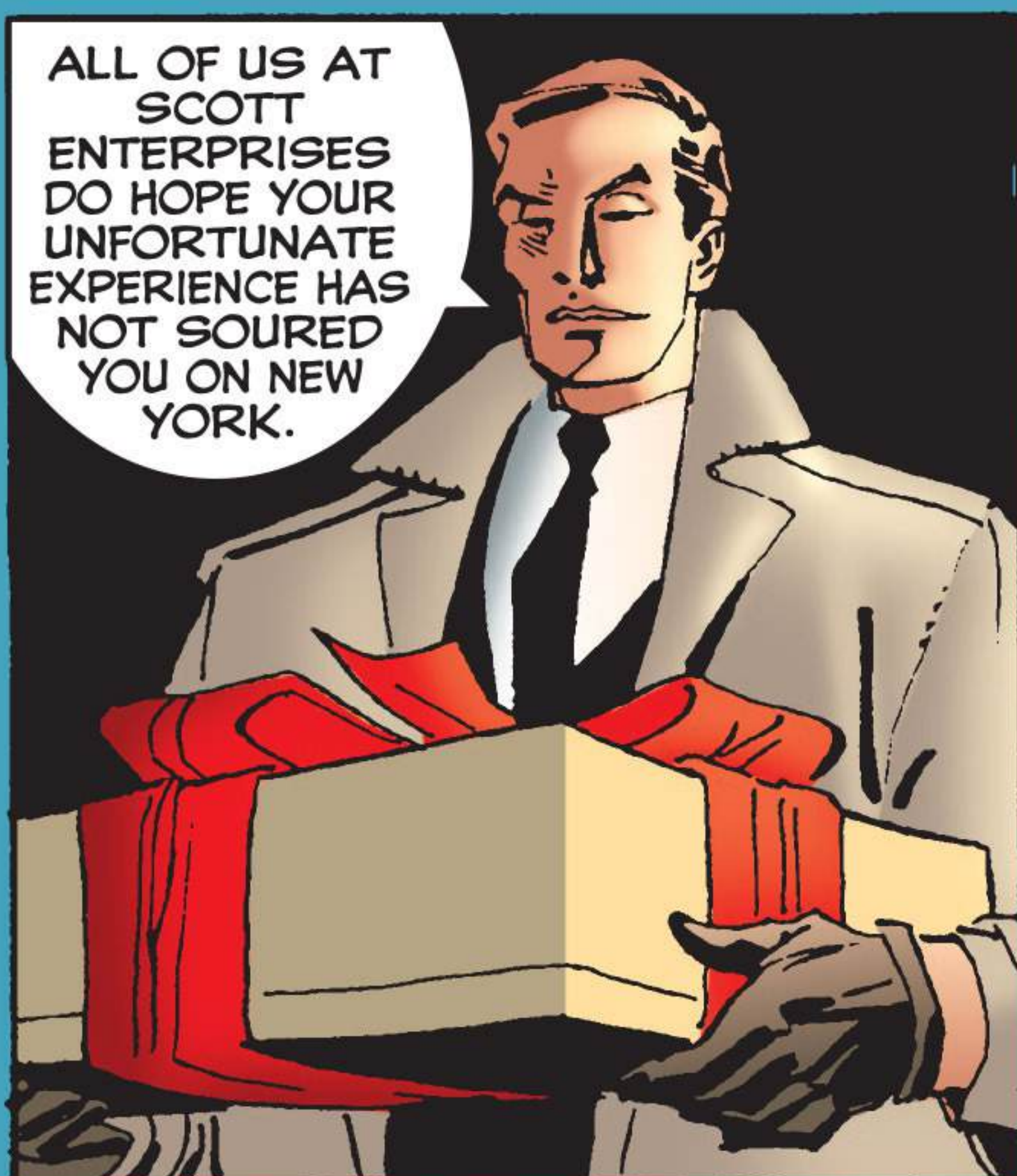


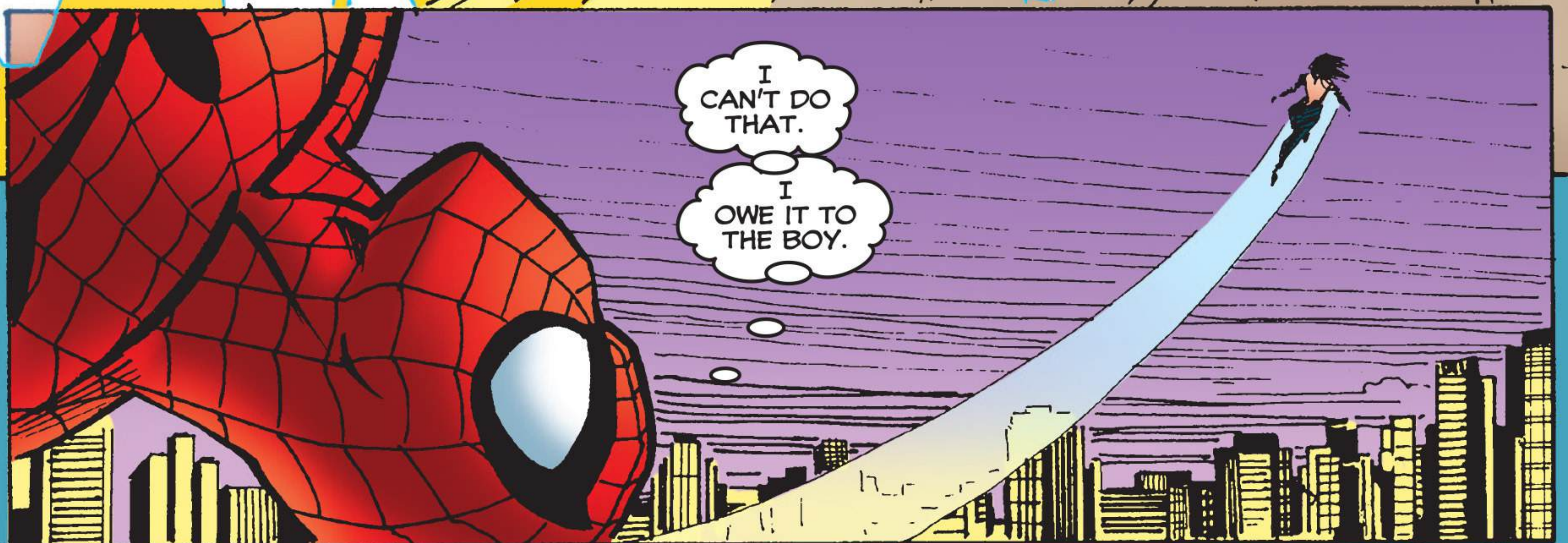
ONE HOUR
LATER..

EXCUSE
ME... MS.
CARDINALE?

**TRENTON
LIPTON III...**
MAY I?







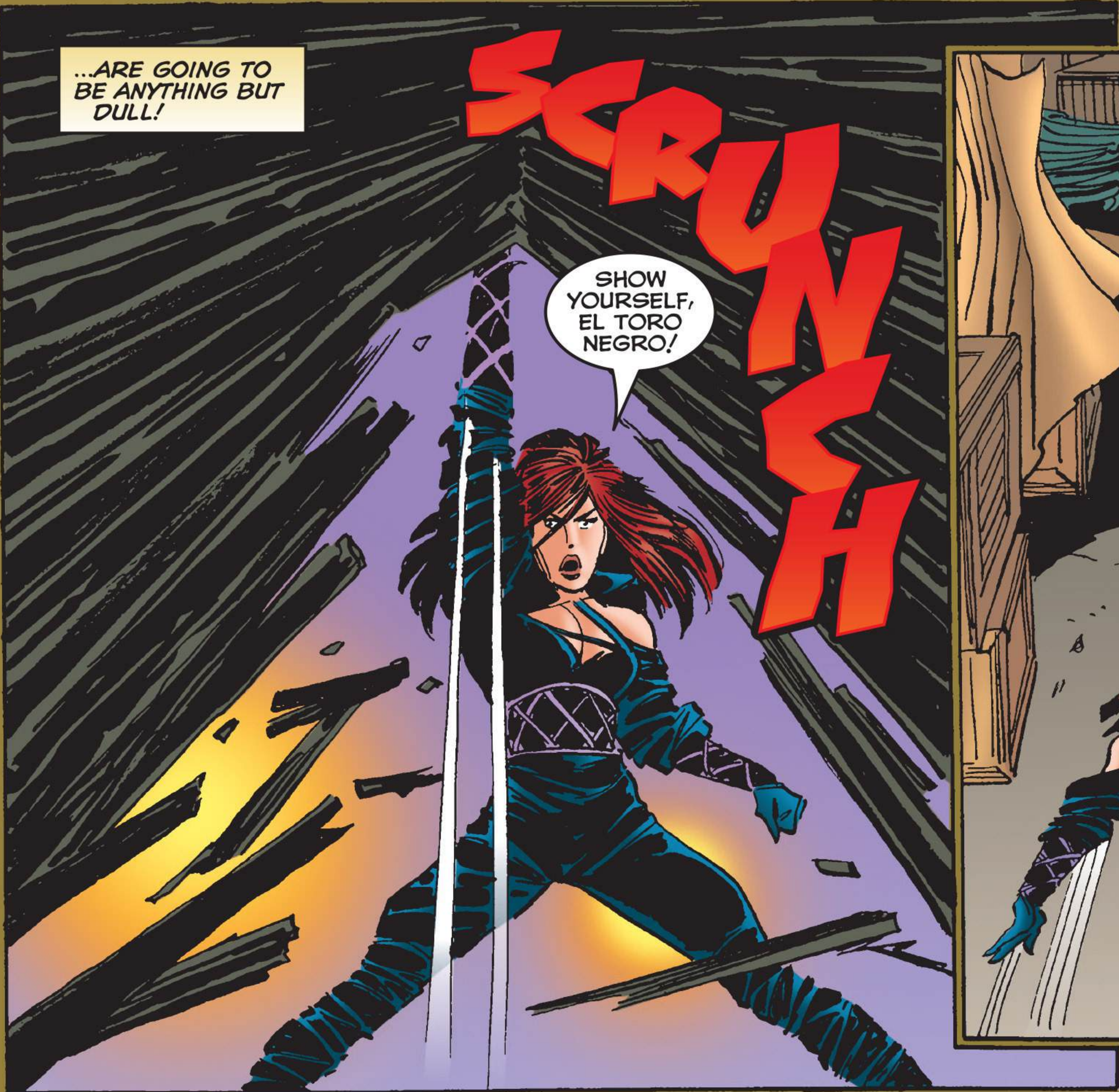


ON A NORMAL BUSINESS DAY, THIS WAREHOUSE SERVES AS AN IMPORT/EXPORT CLEARINGHOUSE FOR ITEMS FROM AROUND THE WORLD.

PRETTY DULL STUFF.

BUT THIS IS NOT A NORMAL BUSINESS DAY.

AND THE EVENTS THAT ARE ABOUT TO TRANSPIRE...



...ARE GOING TO BE ANYTHING BUT DULL!

SHOW YOURSELF, EL TORO NEGRO!

SCRUNCH



I AM HERE!
AND I WANT MY SON!



MOMMY?

CARLOS? MOMMY'S HERE. DO NOT BE SCARED.



THIS IS TOUCHING.
A MOTHER AND A CHILD SO DESPERATE TO BE REUNITED.

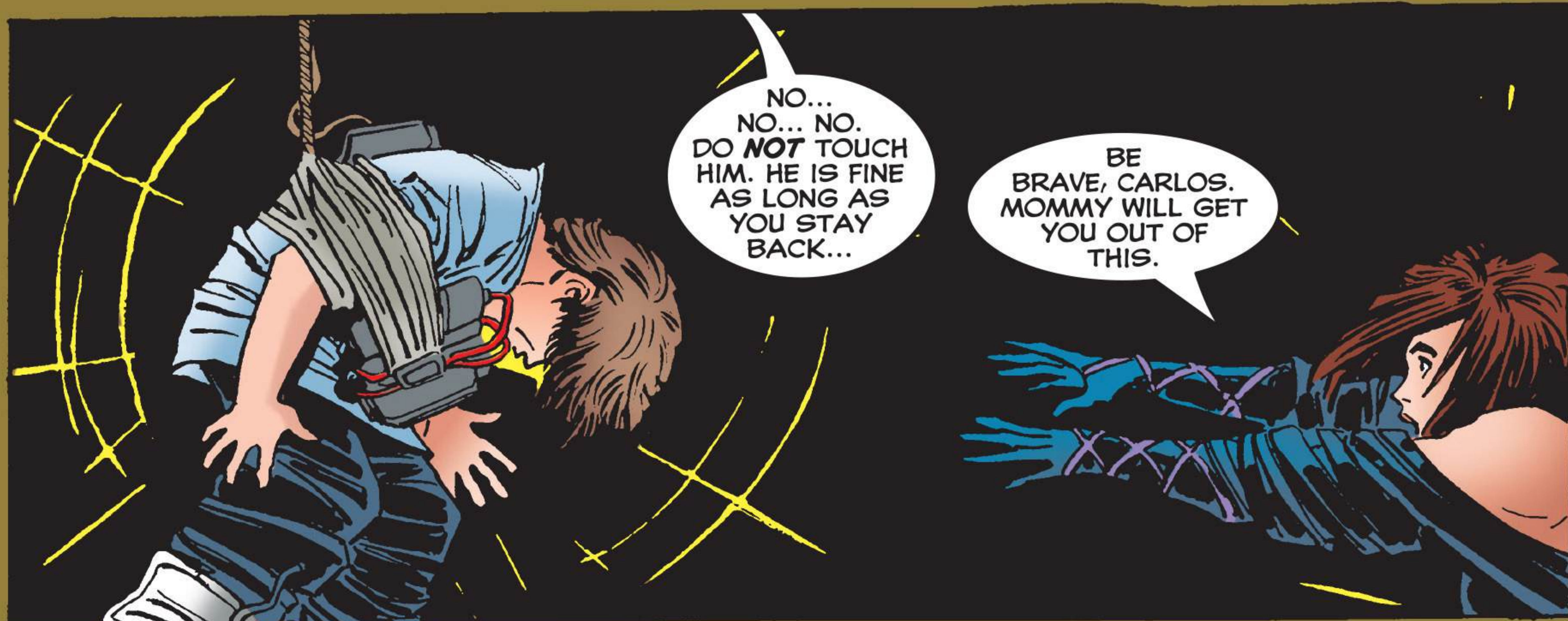


WHO
AM *I* TO
DENY SUCH A
THING?

MOMMY?!

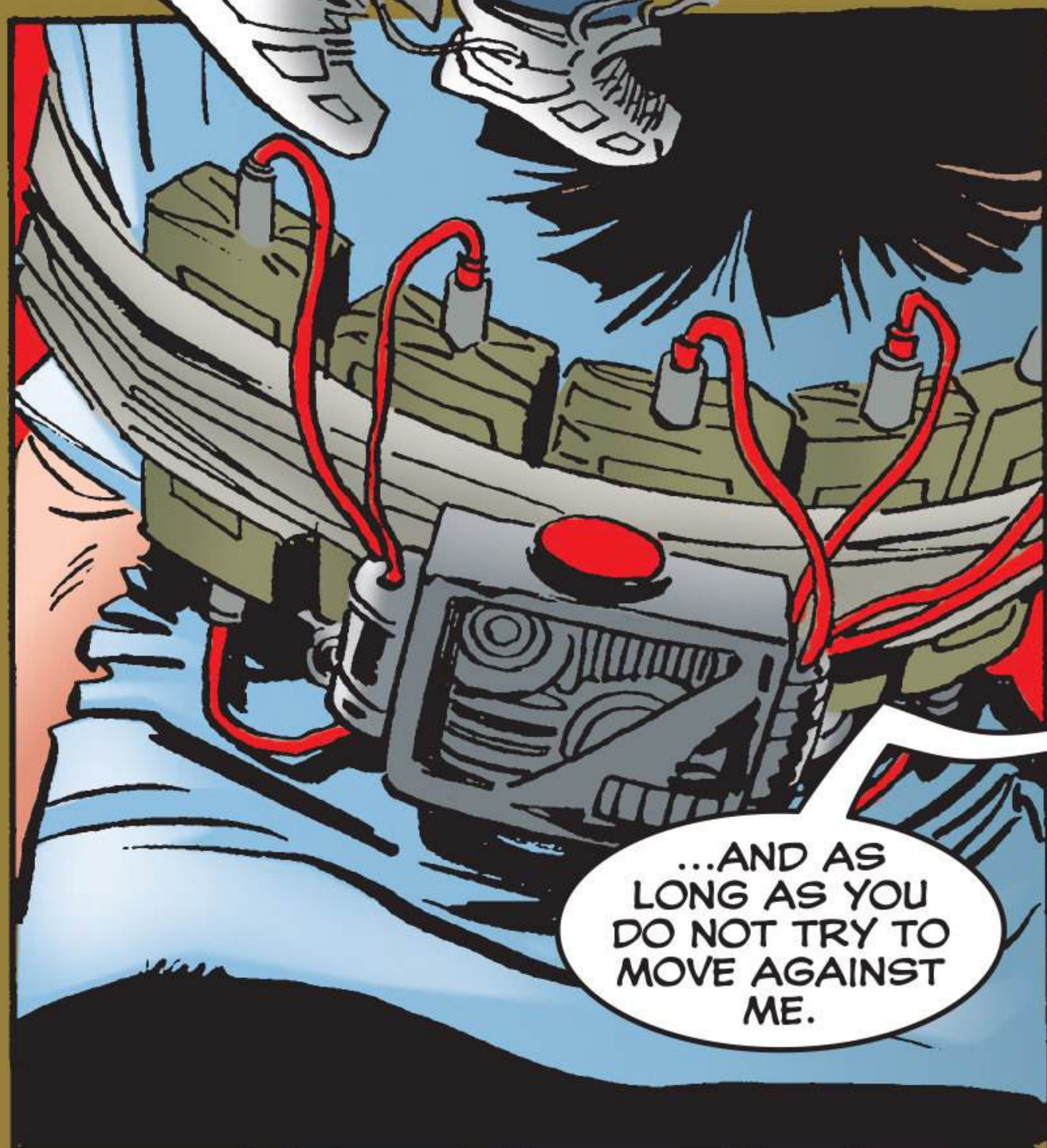


NO!



NO...
NO... NO.
DO **NOT** TOUCH
HIM. HE IS FINE
AS LONG AS
YOU STAY
BACK...

BE
BRAVE, CARLOS.
MOMMY WILL GET
YOU OUT OF
THIS.



...AND AS
LONG AS YOU
DO NOT TRY TO
MOVE AGAINST
ME.



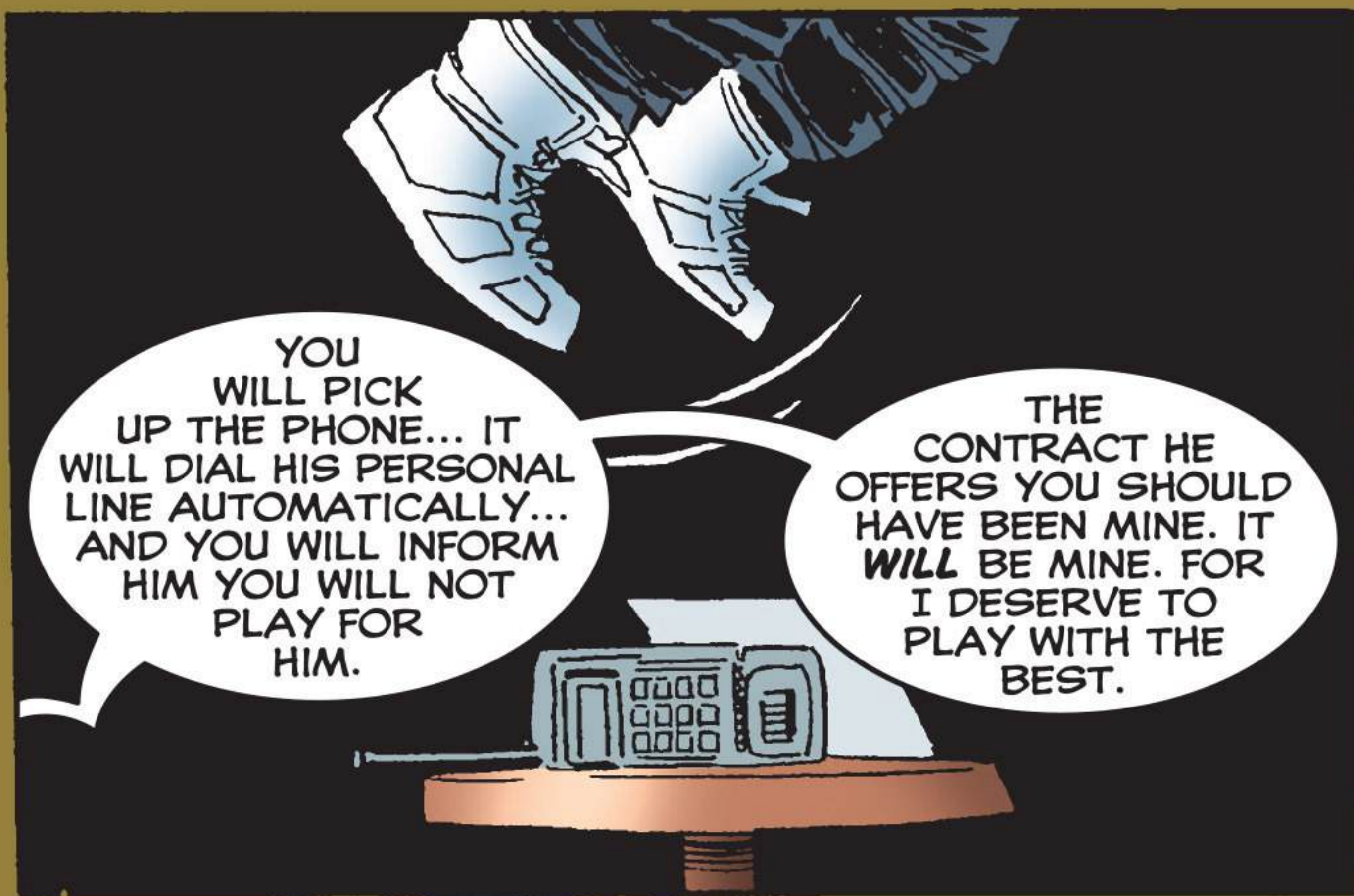
THIS
IS WHAT IS
CALLED A DEAD
MAN'S SWITCH. IF
ANYTHING HAPPENS TO
ME... IF I LET GO OF
THIS FOR **ANY**
REASON...

...**BOOM!**
ADIOS, CARLOS!
DO EXACTLY WHAT I
SAY AND... AND I
LET YOU BOTH LEAVE.



WHAT DO YOU WANT WITH ME?

YOU HAVE BEEN APPROACHED TO BE A PLAYER IN THE **GREAT** GAME BY Mr. SCOTT... EVEN AMONGST THE REST OF THE SPONSORS, HE IS A MAN OF INCREDIBLE RESOURCES.



YOU WILL PICK UP THE PHONE... IT WILL DIAL HIS PERSONAL LINE AUTOMATICALLY... AND YOU WILL INFORM HIM YOU WILL NOT PLAY FOR HIM.

THE CONTRACT HE OFFERS YOU SHOULD HAVE BEEN MINE. IT **WILL** BE MINE. FOR I DESERVE TO PLAY WITH THE BEST.



THEN YOU AND YOUR SON CAN GO BACK TO MIAMI. AND WHEN YOU ARE OUT OF THE WAY... I WILL PLAY FOR SCOTT.

Mr. SCOTT? THIS IS CECILIA CARDINALE. I HAVE DECIDED **NOT** TO ACCEPT YOUR OFFER.

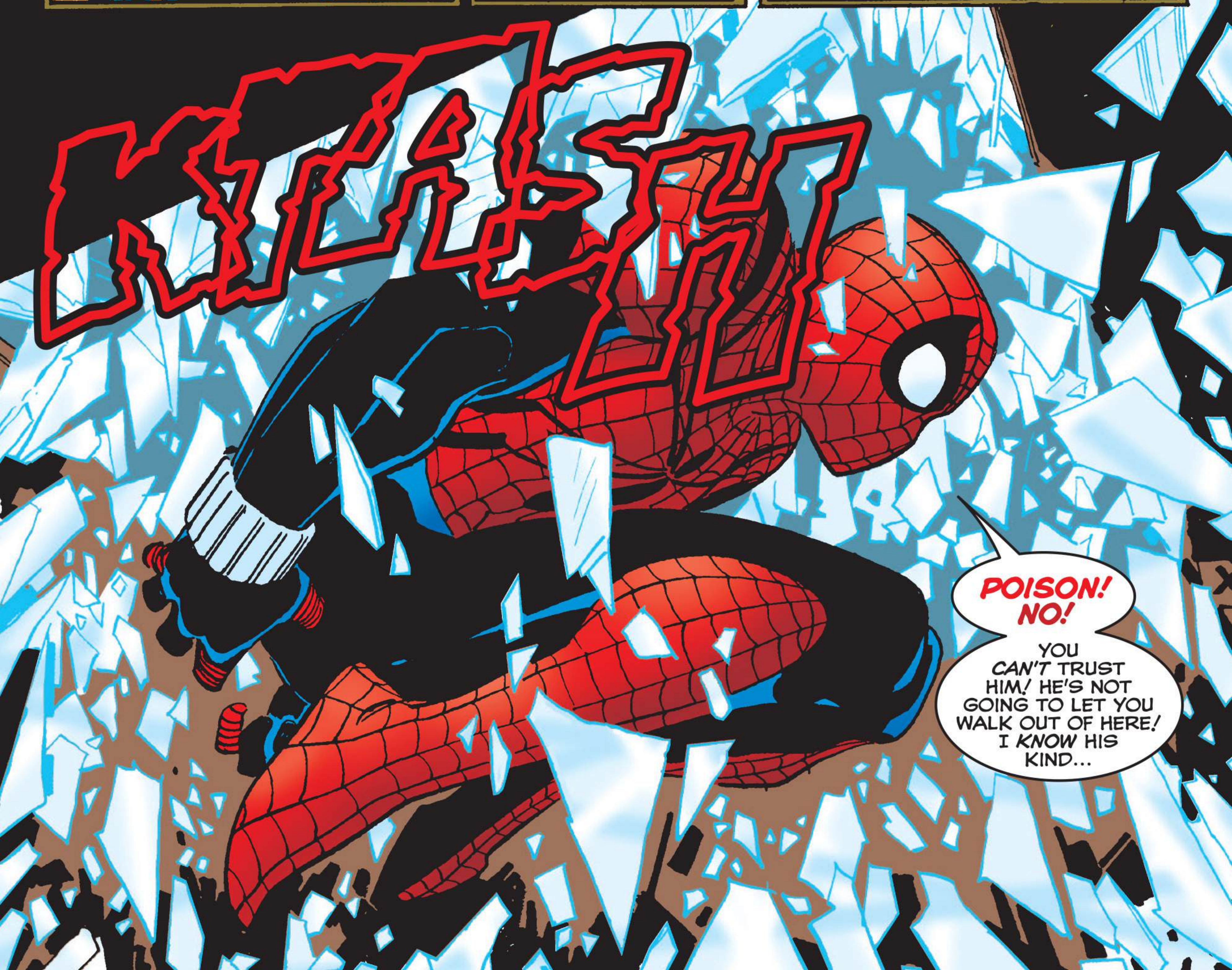


NO. I WILL NOT CHANGE MY MIND.



GOOD-BYE.

IT'S DONE. LET MY SON GO.



**POISON!
NO!**

YOU CAN'T TRUST HIM! HE'S NOT GOING TO LET YOU WALK OUT OF HERE! I KNOW HIS KIND...



I HAVE NO CHOICE BUT TO TRUST HIM!

I DID AS YOU SAID... NOW LET HIM GO... PLEASE?



NOT JUST YET.

YOUR ALLOWING SPIDER-MAN TO FOLLOW YOU HERE HAS CHANGED THINGS.

BECAUSE OF ONE LIKE HIM, I WAS RECENTLY ARRESTED, AND IT COST ME A GREAT DEAL IN BAIL MONEY.

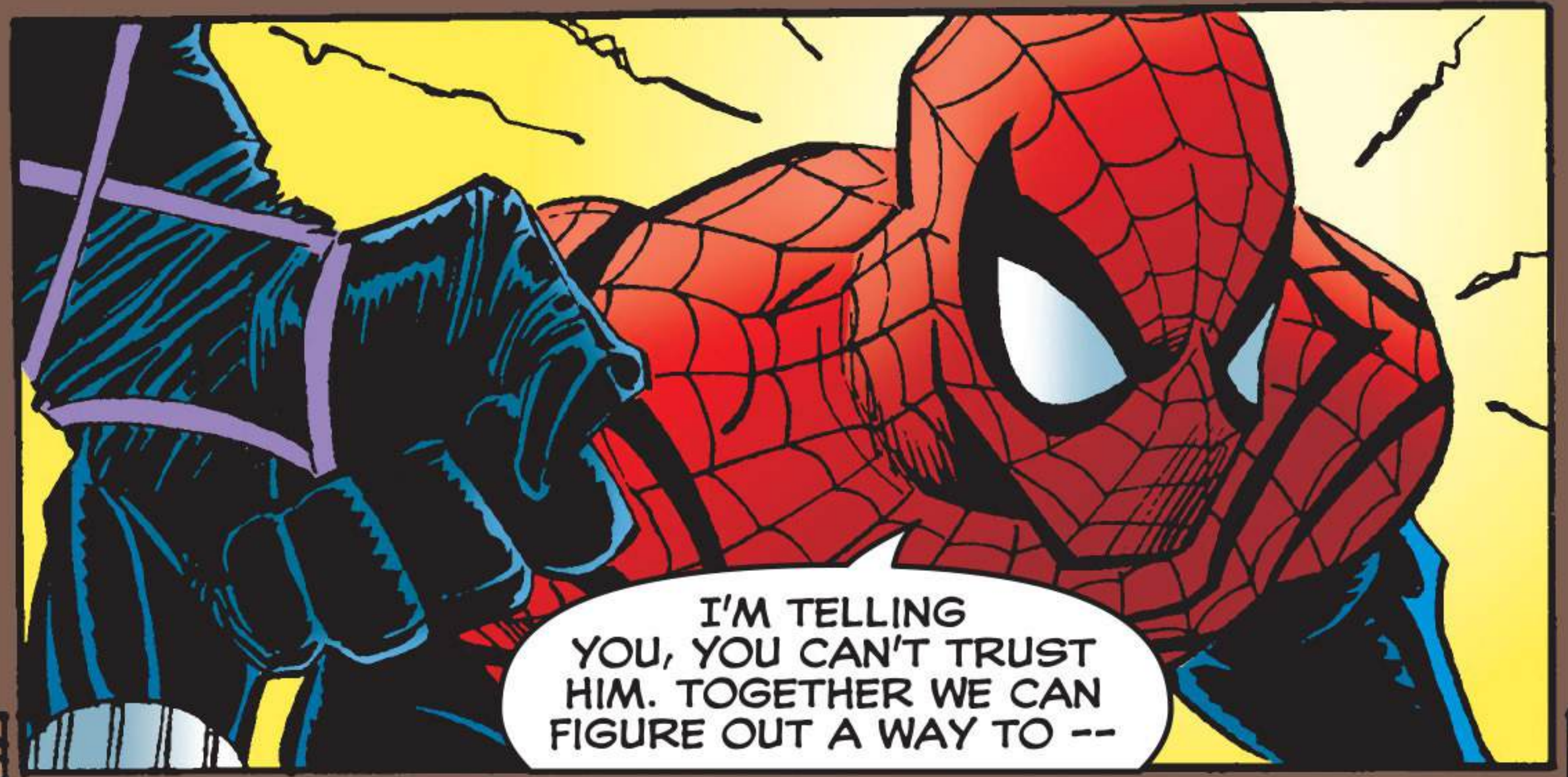


SO, BEFORE I LET CARLOS GO...

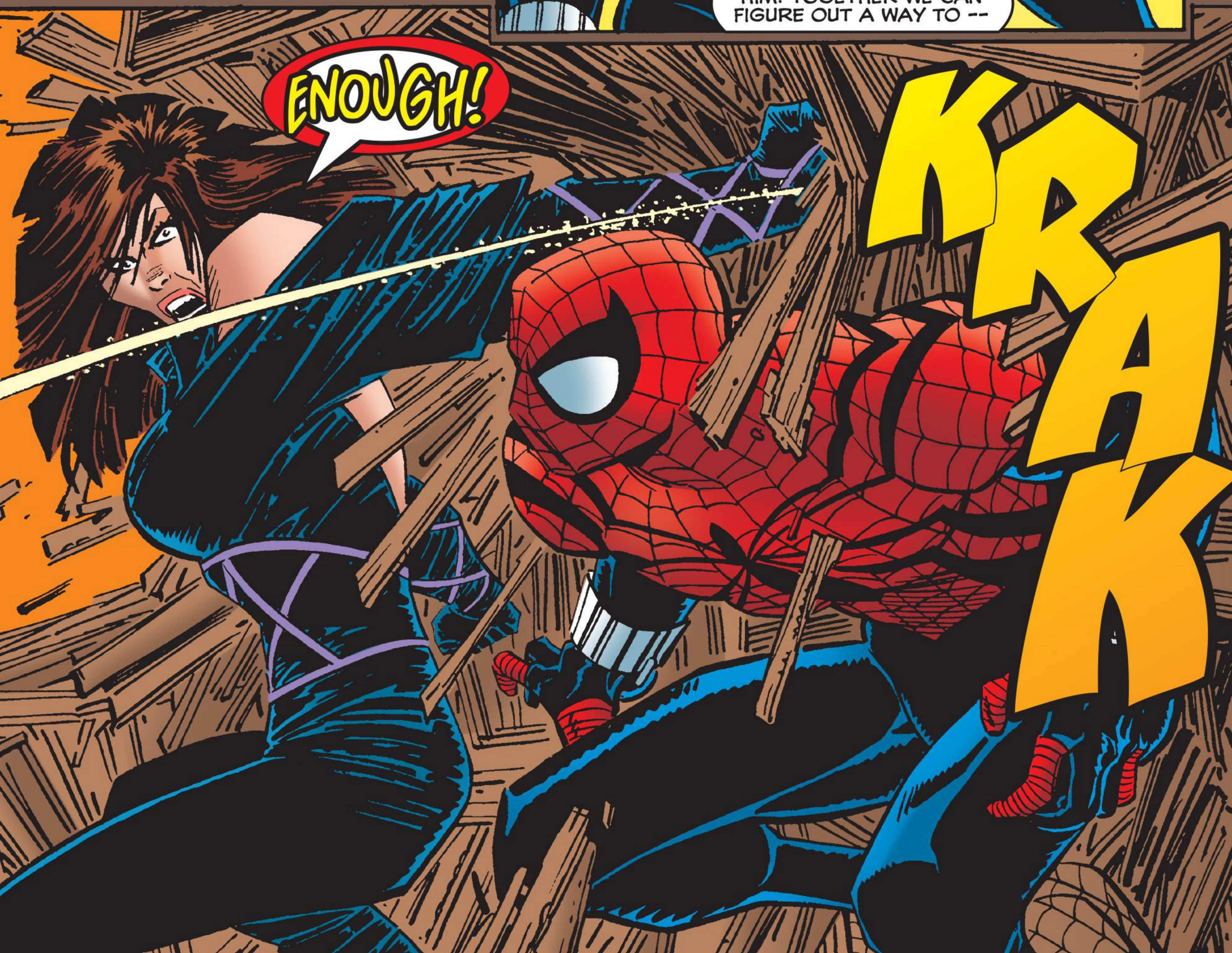
...I WANT YOU TO KILL SPIDER-MAN.

AND, BY THE WAY, MY HAND IS BEGINNING TO PERSPIRE.

AFTER THE EVENTS IN AMAZING SCARLET SPIDER #2 AND GREEN GOBLIN #3 --Eric

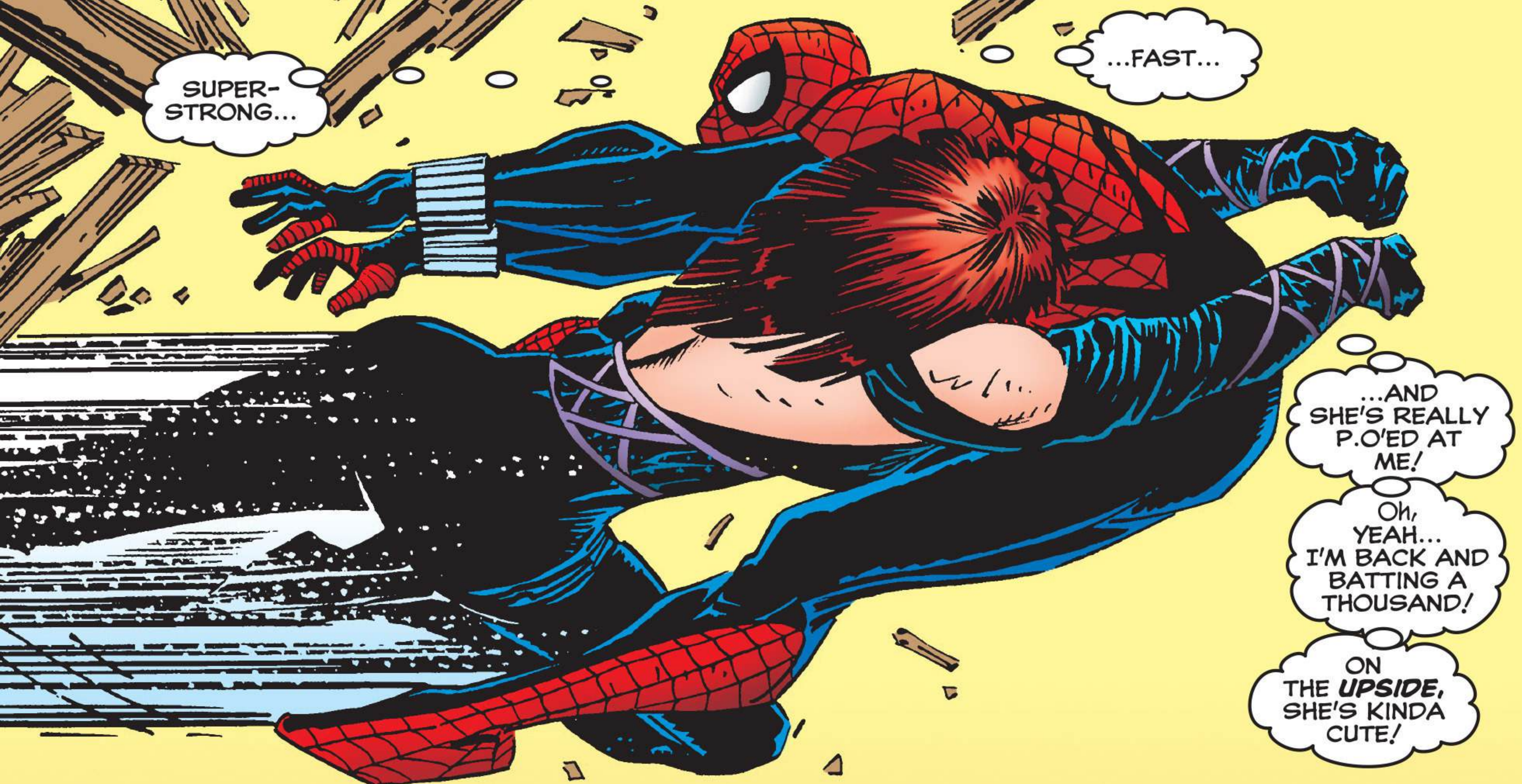


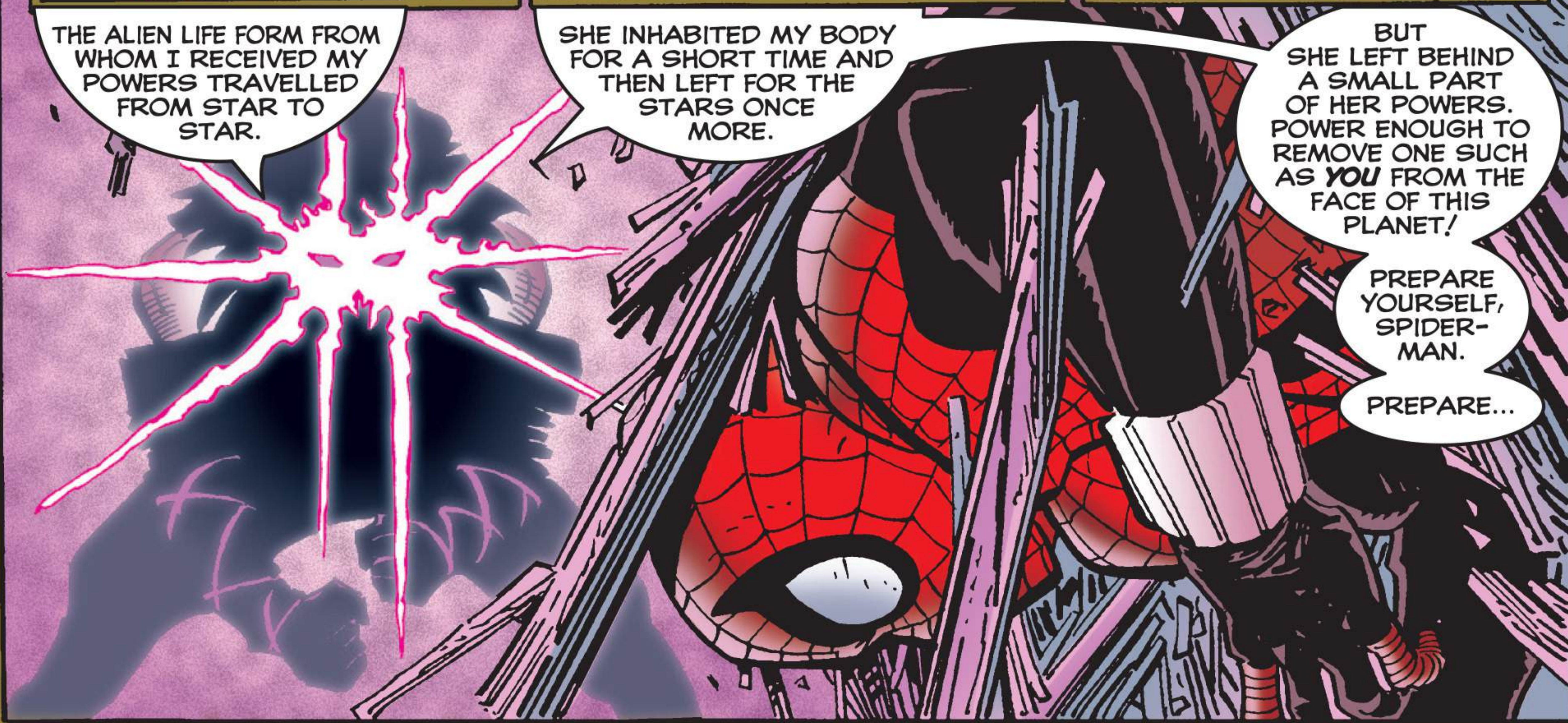
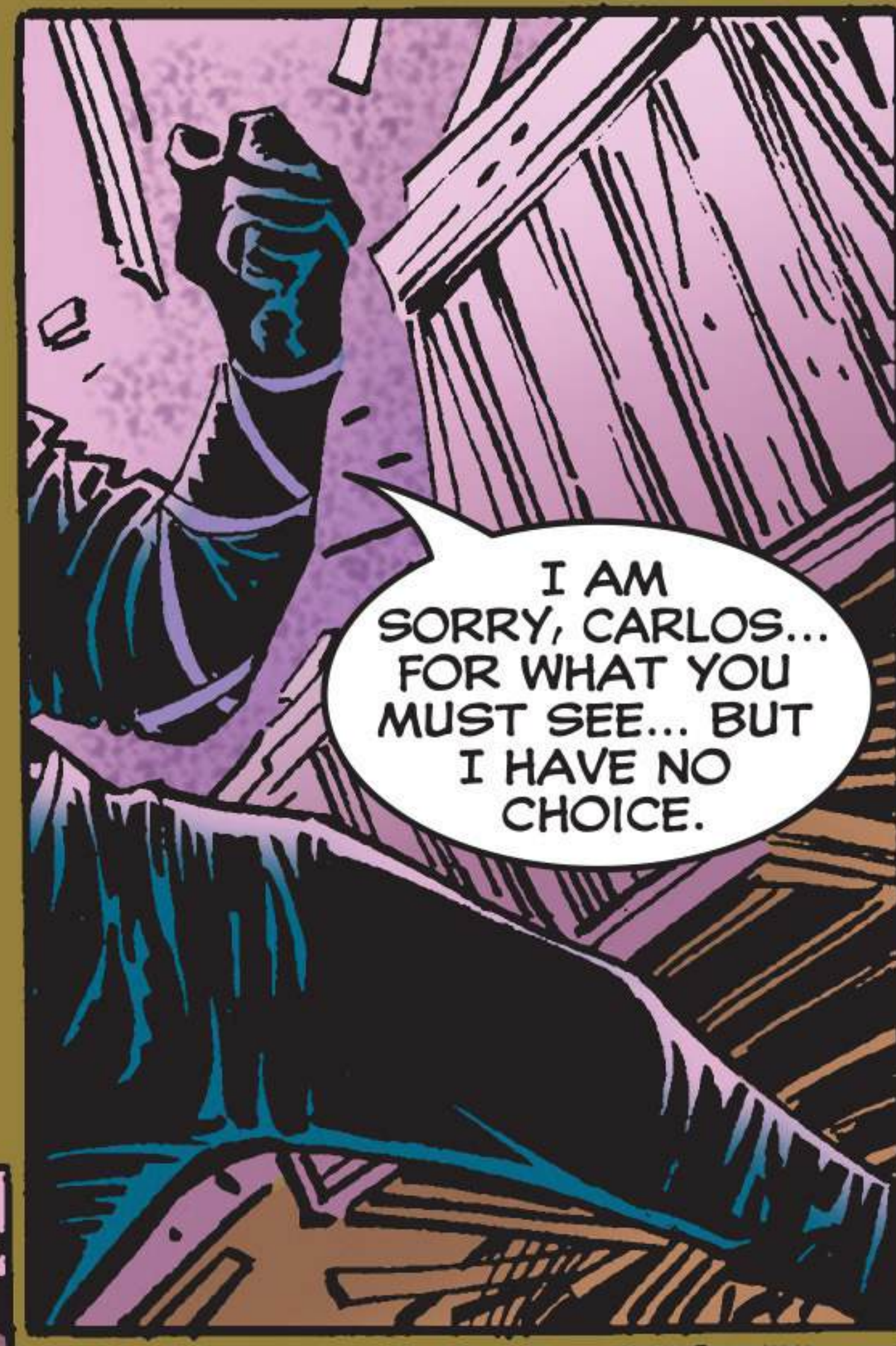
I'M TELLING YOU, YOU CAN'T TRUST HIM. TOGETHER WE CAN FIGURE OUT A WAY TO --



ENOUGH!

KRACK





...TO BE
REMOVED!

THE ENERGY THAT IS RELEASED FROM POISON'S BODY FILLS THE WAREHOUSE WITH A RADIANCE BEYOND THE KEN OF HUMAN BEINGS.

EL TORO NEGRO, CARLOS, AND EVEN POISON HERSELF MUST CLOSE THEIR EYES TIGHTLY AGAINST IT.

AND WHEN THEY REOPEN THEIR EYES...

...SPIDER-MAN IS GONE.

ONLY A SMOKING PILE OF ASH REMAINS WHERE HE ONCE STOOD.

I HAVE DONE WHAT YOU HAVE ASKED.

LET MY SON GO.

I WILL NOT MOVE AGAINST YOU... I SWEAR.

BESIDES... I COULD NOT SUMMON UP THAT MUCH POWER AGAIN. NOT WITHOUT CAUSING MY OWN DEATH.

GOOD. THAT MAKES THIS NEXT PART EASIER.

I CANNOT LET YOU LIVE. SOMEONE WOULD RECRUIT YOU... OR YOU WOULD HUNT ME DOWN... SEEKING REVENGE.

GOOD-BYE.



THE SWITCH? I CANNOT LET GO!



THAT WAS THE GENERAL IDEA!



FOLLOWED UP BY A LITTLE OF...

...THIS!



NICE TRICK, TELEPORTING ME CLOSE TO HIM...

...BUT YOU COULD HAVE WARNED ME. OY! THE HEADACHE I'VE GOT!

BELIEVE ME... IT'S NOTHING COMPARED TO MY OWN.

TELEPORTATION IS SOMETHING I WILL NEVER AGAIN TRY.



IF THERE IS ANYTHING I CAN DO TO HELP YOU GET SET UP IN NEW YORK?



YOU HAVE DONE SO MUCH ALREADY.

THE REST IS UP TO ME.



"AND IF I CAN ONLY FOLLOW YOUR EXAMPLE..."

"...I BELIEVE CARLOS AND I WILL DO QUITE WELL."

THE END



%MARVEL COMICS
387 PARK AVE. SO.
NEW YORK, NY
10016

ERIC
FEIN,
EDITOR

CORRESPONDENTS: IF YOU DON'T WANT YOUR FULL
ADDRESS PRINTED, PLEASE LET US KNOW.

Dear Spider-people,

After reading SPIDER-MAN #60, I was puzzled about something. Why would Kaine go after Ben Reilly if Reilly is a clone? The only thing I can come up with is that Kaine wants Peter to succeed because Peter is actually a clone like Kaine, and Reilly is indeed the real Peter Parker. If this is true, I totally support your move.

I would also like to compliment you on a few things. First, Tom Lyle's art is simply astounding! As long as he's here, so am I! Secondly, getting rid of Doc Ock has been highly criticized, but as long as the Jackal's back, who cares? Thirdly, I would like to compliment you on your new villains - Stunner, Kaine, and Traveller have all been great. Now for those beloved numbered questions:

1) Is Kaine going to be here a while? Maybe he can help Ben and Peter fight the Jackal.

2) The storyline so far has the two Spider-guys teaming up. Are they ever going to have an all-out fight? I sure hope so.

3) Tom Lyle will be here forever, right?

4) Is Scier going to be a big part of the upcoming storyline? He's so eerie.

Thanks for listening, and until Kaine turns out to be the real Peter Parker, Make Mine Marvel!

Ryan Kowalski
(Address withheld)

Congratulations, Ryan, on figuring out Kaine's real motivations a month before they were revealed in "Maximum Cloning!" Ever consider getting into detective work? As for your questions:

1) Kaine did indeed contribute to the battle against the Jackal, but lost his life in the process. Or did he...?

2) The Spider-guys knocked each other around a bit in ASM #404, but they are, in the final analysis, as close as brothers in spite of everything, so don't expect any fights to the death or anything.

3) Well, this seems as good a time as any to bid a long-belated "Thanks and farewell" to Tempestuous Tom Lyle, whose final issue was #61. Tom gave this book a slick, unique look and contributed greatly to the mythos, most notably by designing the ever-popular Scarlet Spider costume! We hope you're checking out Tom's current work in the all-new PUNISHER book from our buddies at Marvel Edge... and we get the feeling that the current wonders being worked by John Romita, Jr. in these pages are more than enough to cushion the blow!

4) Scier's agenda is still a mystery... for now.

Dear Crawl Space,

Re: SPIDER-MAN #60.

Wow! This was by far the most shocking surprise I've ever had in all the years I've been reading Spider-Man comics!! Kaine is the first clone! I never had a clue! (Kaine is my favorite character. He'd better not die at the end of all this!!) My most gracious thanks to Howard, Tom, and the whole crew! A few questions:

1) How is MJ's kid doing?

2) Is the mystery of what Jackal is up to ever going to be revealed?

3) How about a Kaine/X-Men crossover?

4) How about a Kaine series?

5) A Kaine limited series?

I'm still loving Spider-Man (even though I hope Kaine beats both Reilly and Parker into a pulp)!

Adam Moreau
109 Prentice Street
Springfield, MA 01104

Adam, we get the feeling you really dig Kaine. Just a hunch... Seriously, though, to answer your questions...

1) MJ's baby is fine... so far.

2) Yep! "Maximum Cloning" gave us the full rundown on Miles Warren's twisted scheme!

3) Not in the cards for the near future.

4) A slight possibility.

5) More of a possibility.

We get the feeling you're gonna be really interested in our January crossover. Keep watching this space, as they say!

Dear Spacers,

Yeah, yeah. Peter Parker is a clone, and so am I. (Actually I won't get into the documented cases of human parthenogenesis, which produces infant female clones in rare circumstances.) My reasons for writing are:

1) I don't truly believe Peter's the clone.

2) #1 is rendered almost moot, because both Peter and Ben are heroes the likes of which are unequalled in the Marvel Universe. They can, arguably, equal each other, but that's it. Two pedestals rather than one. As issue #59 so brilliantly showed, Peter Parker is *who* he is - a self-sacrificing, caring man (read: hero) - regardless of *what* he is. I think Mary Jane has already accepted this, even if Peter himself hasn't.

Two works of art. If one is an exact duplicate of the other, is it not still a work of art?

Sally Cutler
2070 South Almont Street
Imlay City, MI 48444

Well said, Sally! It's been our contention all along that Peter is a hero regardless of his genetic origins, and we hope that "Maximum Cloning," and subsequent storylines, have proved it beyond a shadow of a doubt!

Dear Crawl Space,

Re: SPIDER-MAN #60.

Who is Peter Parker? Will someone tell me? I mean, he can be anyone, considering what you guys have been doing! First, you bring back the clone. Then, you bring in another one. And somehow, *you don't make it boring* (not that I want it to be)!!

I was an on and off reader until now. Now I'm not going to miss an issue. You should all give yourselves a pat on the back. It's going to be great reading the next issue!

Thanks for the time!

Brian Donnelly
13 Greenwood Court
Sparrowbush, NY 12780

Anytime, Brian! Thanks for the short and sweet missive! And just because we've apparently cleared up the mystery of who's the real Peter, don't expect boredom to set in anytime soon! In fact, we predict that the

next few months are going to have even the most jaded comics fans on the edge of their seats! Stick around and see what we mean.

Well, space is limited this month due to the Statement of Ownership below, so join us next month as the new Mysterio's latest sinister scheme takes center stage in the concluding chapter of "Media Blizzard!"

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NIGHTMARE IN SCARLET!

1 of 13

APPROVED BY THE COMICS CODE AUTHORITY

WEB OF SCARLET SPIDER



THE
FURY OF
FIREFSTAR!

PARIS T. KARRINS
+ R.E.

STATEN ISLAND, MORNING...

ANYTHING?

SORRY,
AGENT
BRIGGS...

...NO
BODIES, NO
SALVAGEABLE
TECH... NO
NOTHING.

DOCTOR
OCTOPUS
OBVIOUSLY
DIDN'T LEAVE
ANY GOODIES
FOR US IN HER
OLD HQ.

GUESS
WE MIGHT AS
WELL LET THE
COPS TAKE
OVER AND START
MOPPING
UP--

NOT YET,
STEWART. NOT
UNTIL WE'VE
COMBED EVERY
SQUARE INCH
OF THIS
MESS.

THERE MAY
STILL BE
BODIES UNDER
THE RUBBLE...
POSSIBLY
LIVE ONES.

AND I'M
NOT ONE TO
GIVE UP
LOOKING FOR
A DISAPPEARED
PARTNER...

...BEFORE
I ABSOLUTELY
HAVE TO.

JOE
DESERVES
BETTER
THAN
THAT.

HEY,
WHAT'S THAT?
A PIECE
OF RED
FABRIC?

NO,
WAIT... THAT'S
A HAND!

IT
MOVED!

GET THE
MEDICS AND
SOMETHING
TO MOVE
ALL THIS--

KR00000M

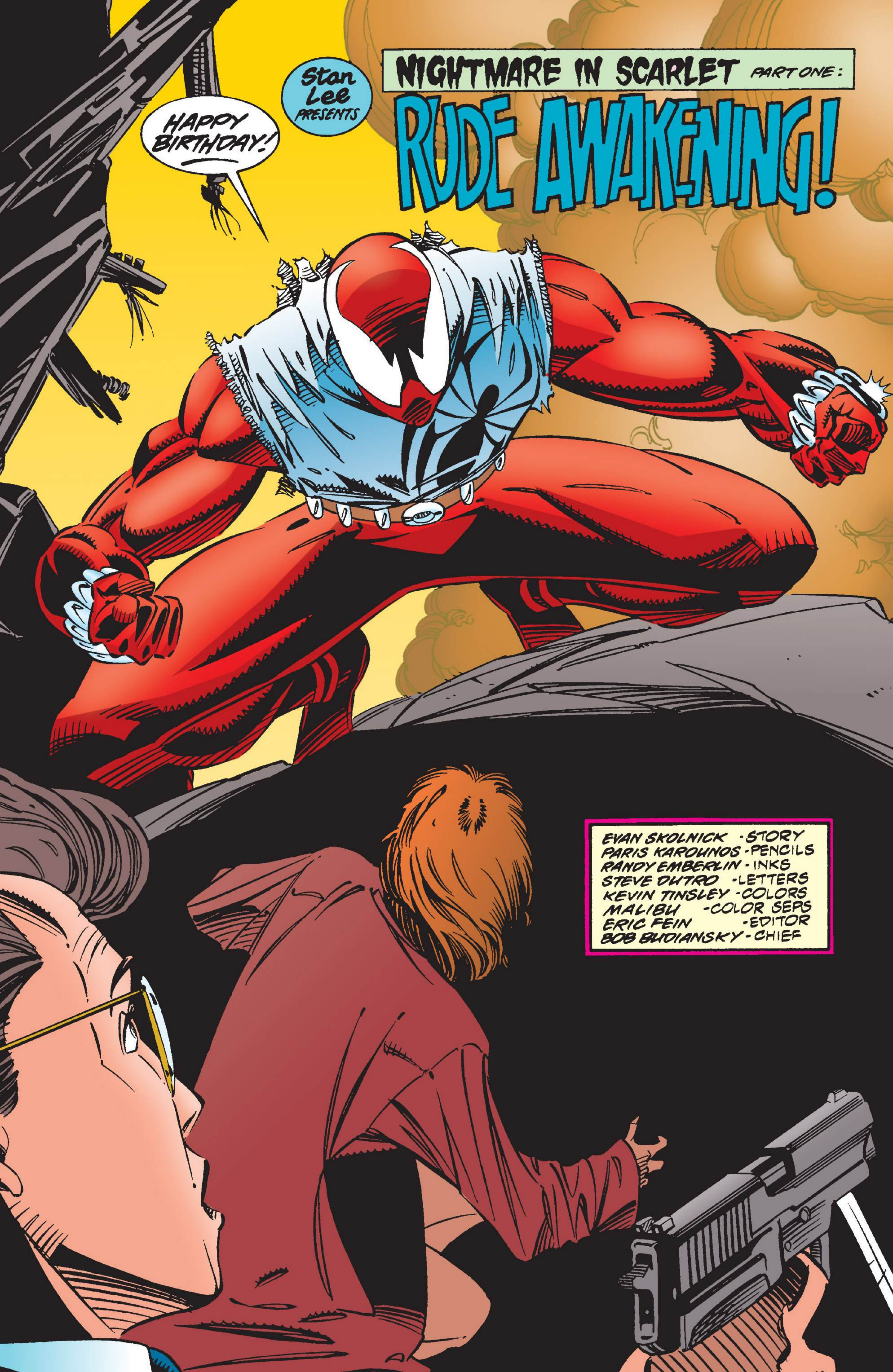
--RUBBLE?

Stan
Lee
PRESENTS

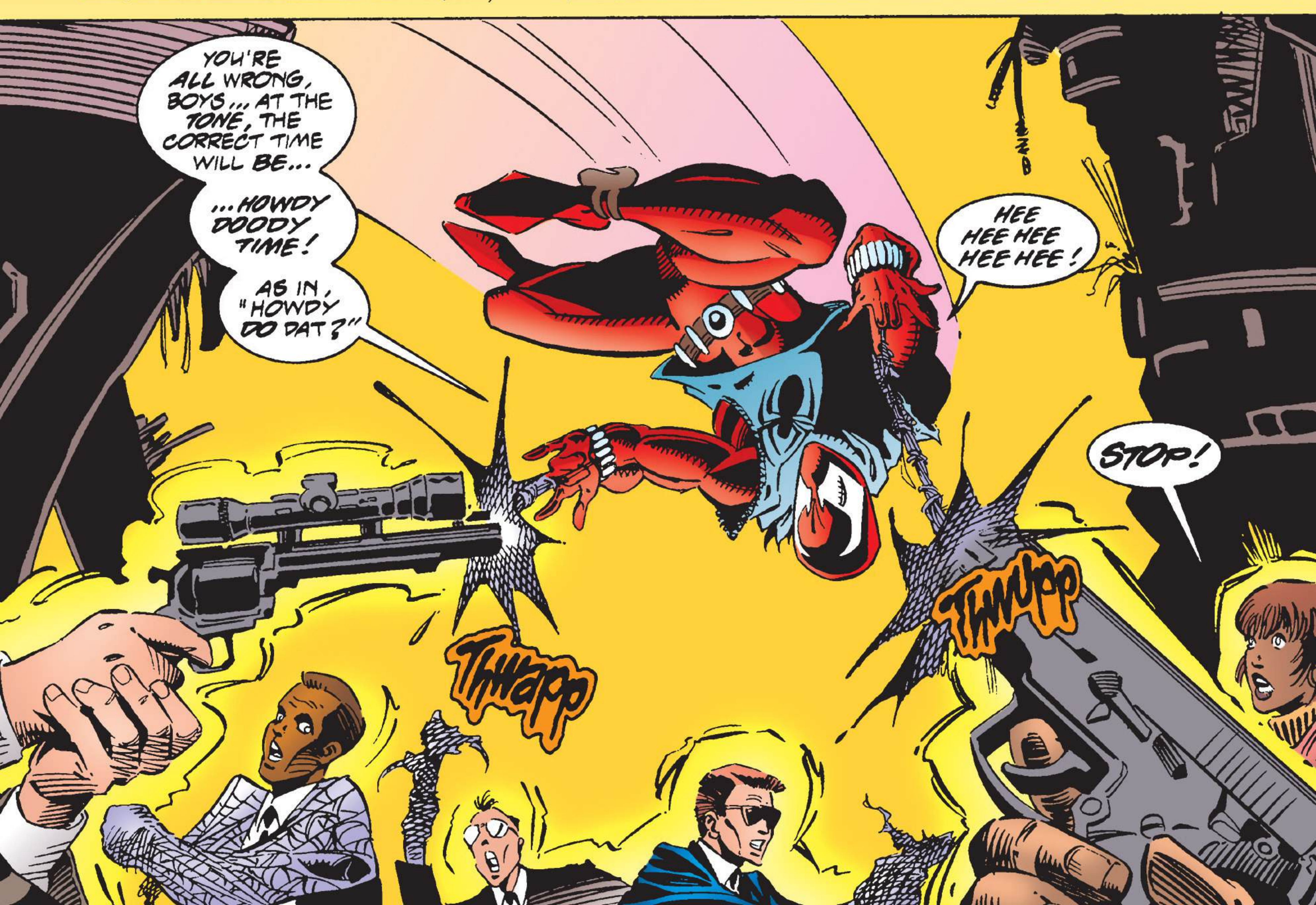
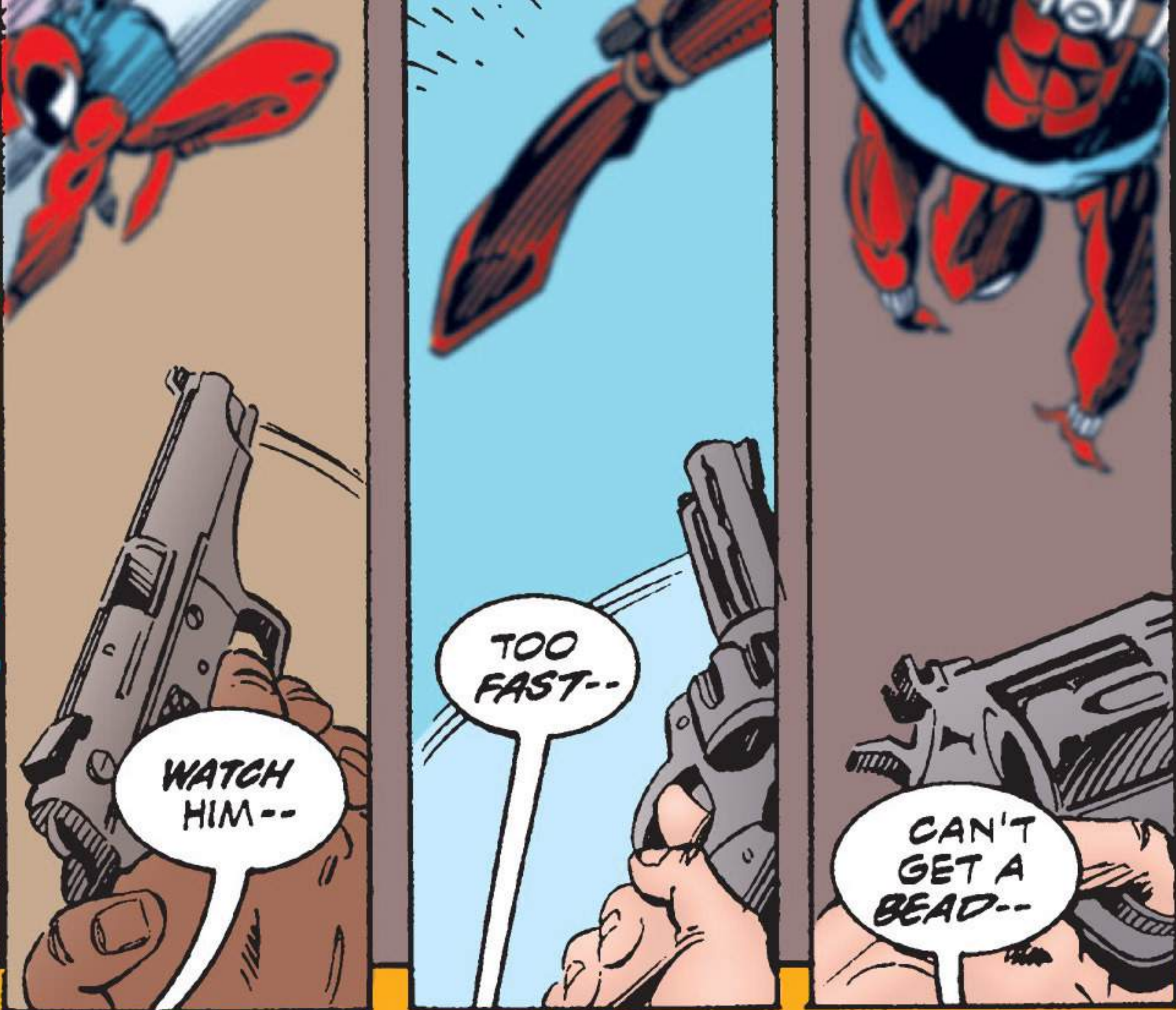
HAPPY
BIRTHDAY!

NIGHTMARE IN SCARLET PART ONE:

RUDE AWAKENING!



EVAN SKOLNICK · STORY
PARIS KAROUNOS · PENCILS
RANDY EMBERLIN · INKS
STEVE DUTRO · LETTERS
KEVIN TINSLEY · COLORS
MALIBU · COLOR SEPS
ERIC FEIN · EDITOR
BOB BUDIANSKY · CHIEF





OH, I'M SORRY, OFFICER... I SWEAR I NEVER EVEN SAW THAT "STOP" SIGN...

FBI SPECIAL AGENT STEPHANIE BRIGGS, WEBHEAD... THIS IS SERIOUS BUSINESS.

WE LOST ONE OF OUR UNDER-COVER MEN IN THE COLLAPSE OF DOCTOR OCTOPUS'S HEADQUARTERS.

NAME WAS JOE WADE.

JOE WEIGHED?

OFFHAND, I'D SAY ABOUT 170, 180...



WE DON'T HAVE TIME FOR THIS...

...THOUGH HE WEIGHED A LOT MORE BEFORE JENNY CRAIG HELPED HIM OUT...

...KINDA LIKE YOU, HUH, STEPH?

HEE HEE HEE HEE HEE!

WHA--HOW COULD YOU KNOW THAT--

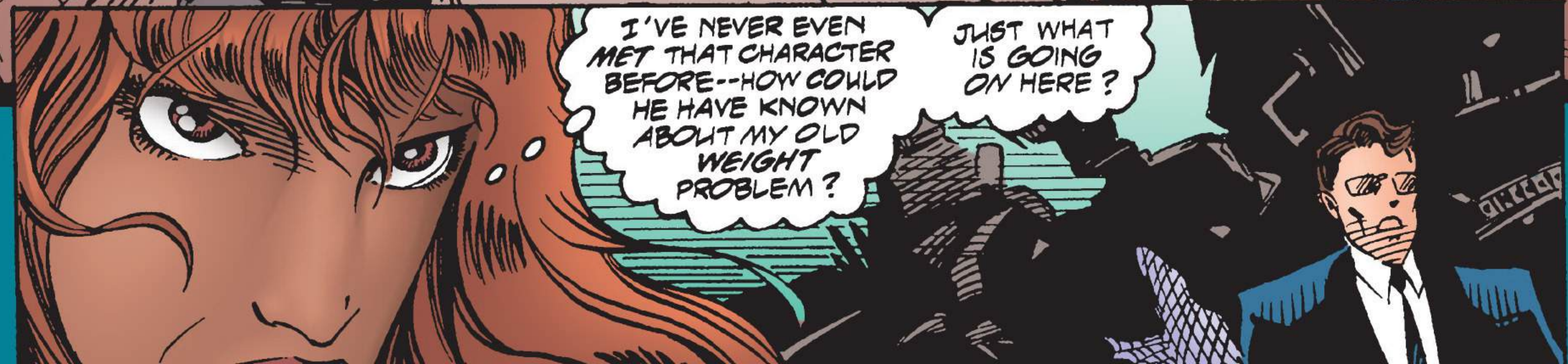


JOE'S NOT HEAVY...

...HE'S MY BROTHER...

JUST A MILD GUESS.

THUMP



I'VE NEVER EVEN MET THAT CHARACTER BEFORE--HOW COULD HE HAVE KNOWN ABOUT MY OLD WEIGHT PROBLEM?

JUST WHAT IS GOING ON HERE?

MANHATTAN. THE
FBI'S NEW YORK
CITY OFFICES...

--SO STILL
NO JOE BODY,
BUT THIS SCARLET
SPIDER CLOWN
CRAWLS OUT OF
THE WRECKAGE...

YES,
SIR.

AND THE
RED MAN USED
LANGUAGE WITH
ME WHICH
INDICATED HE
MIGHT HAVE...
TALKED WITH
JOE AT SOME
POINT.

WONDERFUL.
THEY TORTURED
HIM AND GOT
RID OF THE
BODY.

:-SIGH:-

THIS IS
RAPIDLY
GETTING INTO
GYRICH'S
JURISDICTION...
BUT NOT IF WE
DON'T LET
IT.

SIR?

LET'S
TRY TO PLAY
DOWN ALL THIS
SUPER-GUY
STUFF.

LAST WE
HEARD FROM
WADE, HE WAS
INVESTIGATING
SOME KIND OF
SOLID-HOLOGRAPHIC
TECHNOLOGY
WHICH WAS PLAYING
AROUND WITH,
RIGHT?

FORGET ABOUT THE
SCARLET SPIDER, BRIGGS.
FOCUS ON THE TECH
THAT MIGHT BE RECOVERED.
IF IT EXISTS, IT BELONGS
IN THE HANDS OF THE
FBI.

THAT'LL
BE ALL.

YES,
SIR.

BUT
YOU'LL FORGIVE
ME IF I ALSO
CONTINUE THE
SEARCH FOR MY
PARTNER.

OF COURSE,
STEPHANIE...

...IN FACT, I
SUSPECT YOU MAY
HAVE ALREADY
FOUND HIM.

KCHUD



11:43 A.M.

I WANT TO WAKE UP!



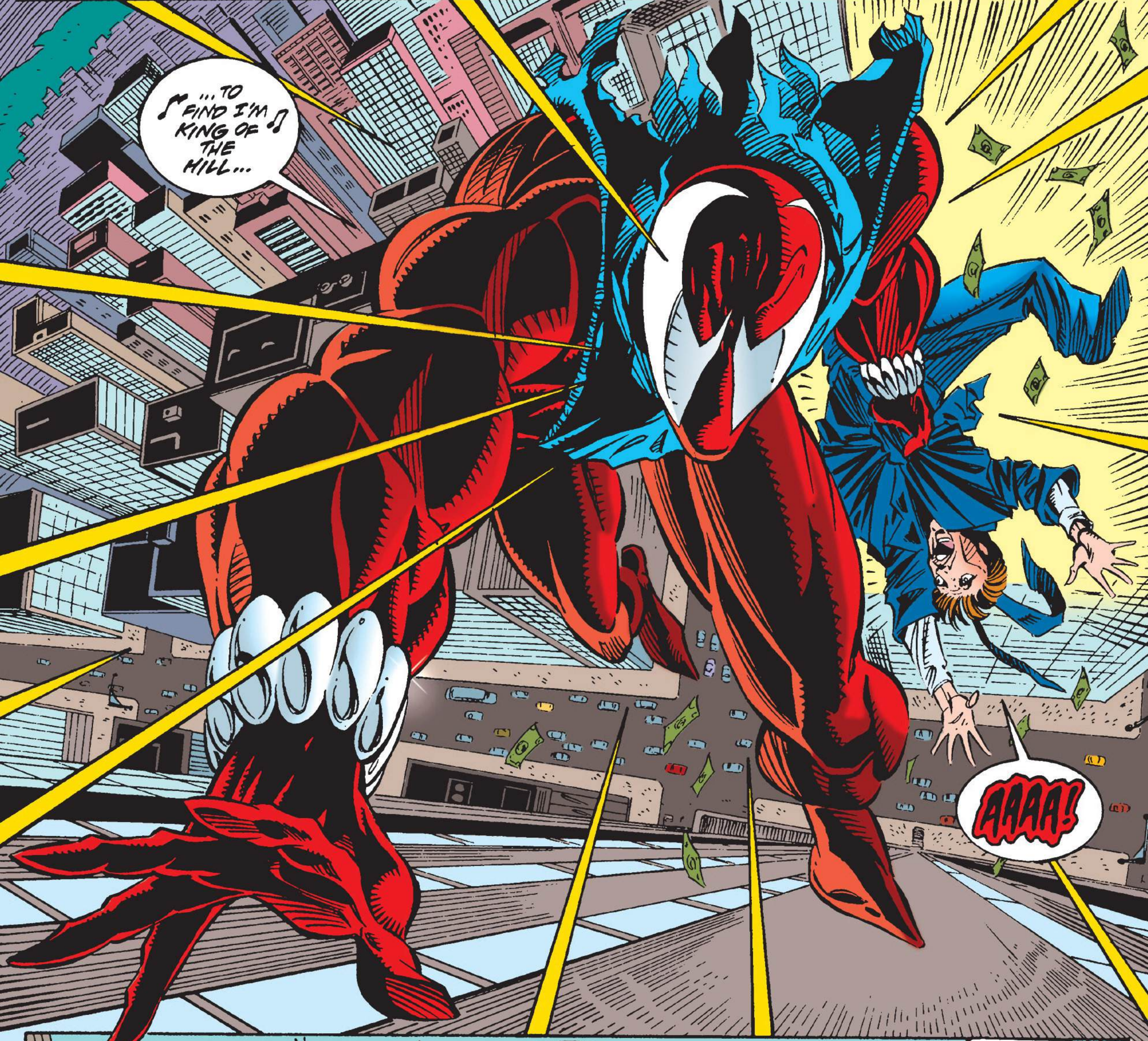
YEEEP!

MANUEL!



...IN THE CITY... THAT NEVER SLEEPS

MARA! GET HELLP!



...TO FIND I'M KING OF THE HILL...

AAAA!



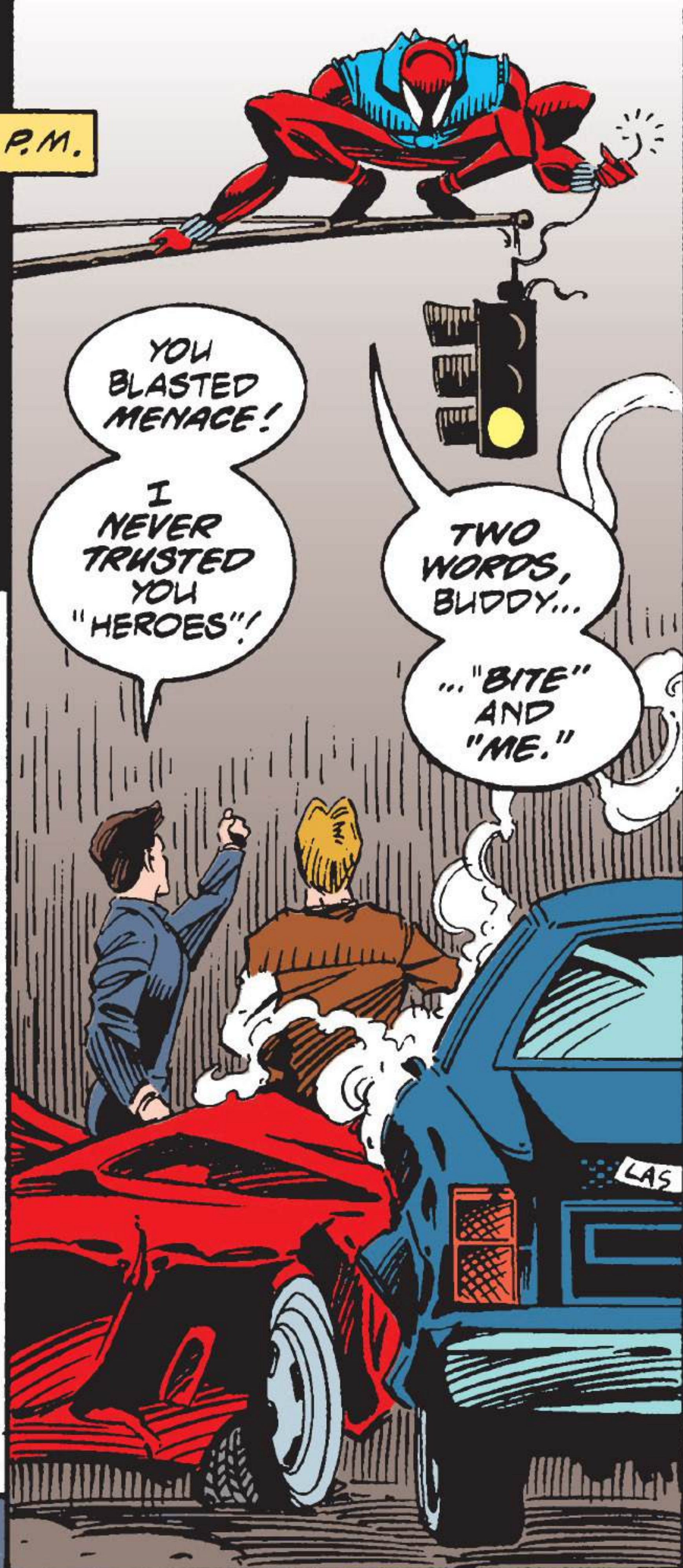
...TOP OF THE HEAP!

ENJOY THE VIEW, AMIGO!

HEEEEE
HEE HEE
HEE HEE!

TWIP

3:12 P.M.



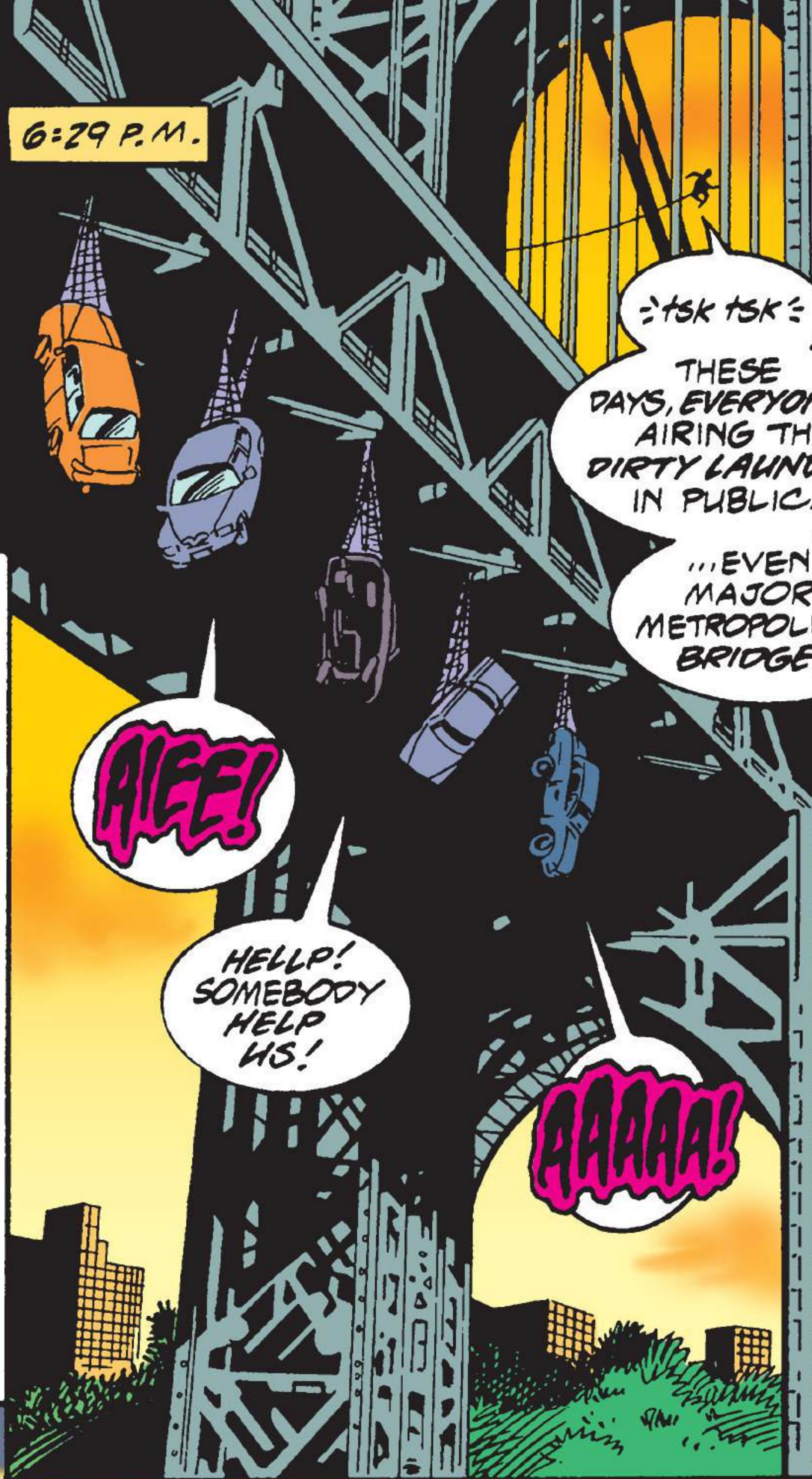
YOU
BLASTED
MENACE!

I
NEVER
TRUSTED
YOU
"HEROES"!

TWO
WORDS,
BUDDY...

... "BITE"
AND
"ME."

6:29 P.M.



TSK TSK

THESE
DAYS, EVERYONE'S
AIRING THEIR
DIRTY LAUNDRY
IN PUBLIC...

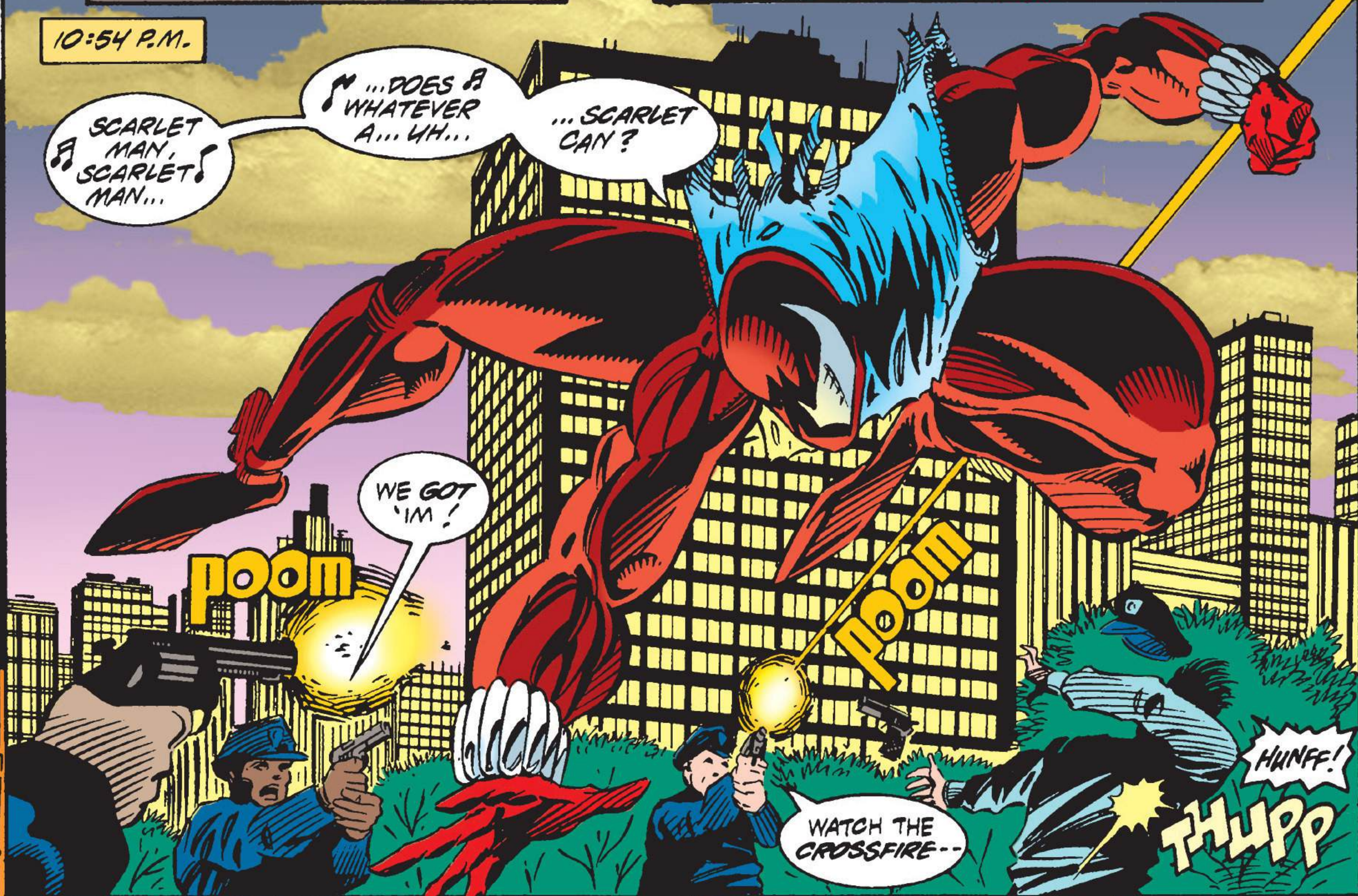
...EVEN
MAJOR
METROPOLITAN
BRIDGES!

ALIE!

HELLO!
SOMEBODY
HELP
US!

AAAAA!

10:54 P.M.



SCARLET
MAN,
SCARLET
MAN...

...DOES A
WHATEVER
A... UH...

... SCARLET
CAN?

WE GOT
'IM!

POOM

POOM

HUNFF!

THUPP

WATCH THE
CROSSFIRE--

HOLY--
YOU OKAY,
SAM?

Y-YEAH...
THANK GOD...
F-FOR MY
VEST...



1:26 A.M.

WHOOAAA!

SOUP'S ON!

GOT TO...
GET TO
GROUND...

UHRRK

HNNH
HNNNH
HUNNH

HNNH...
WEIRD...
DREAM...

...NO...NOT
A DREAM...

...A
NIGHTMARE.

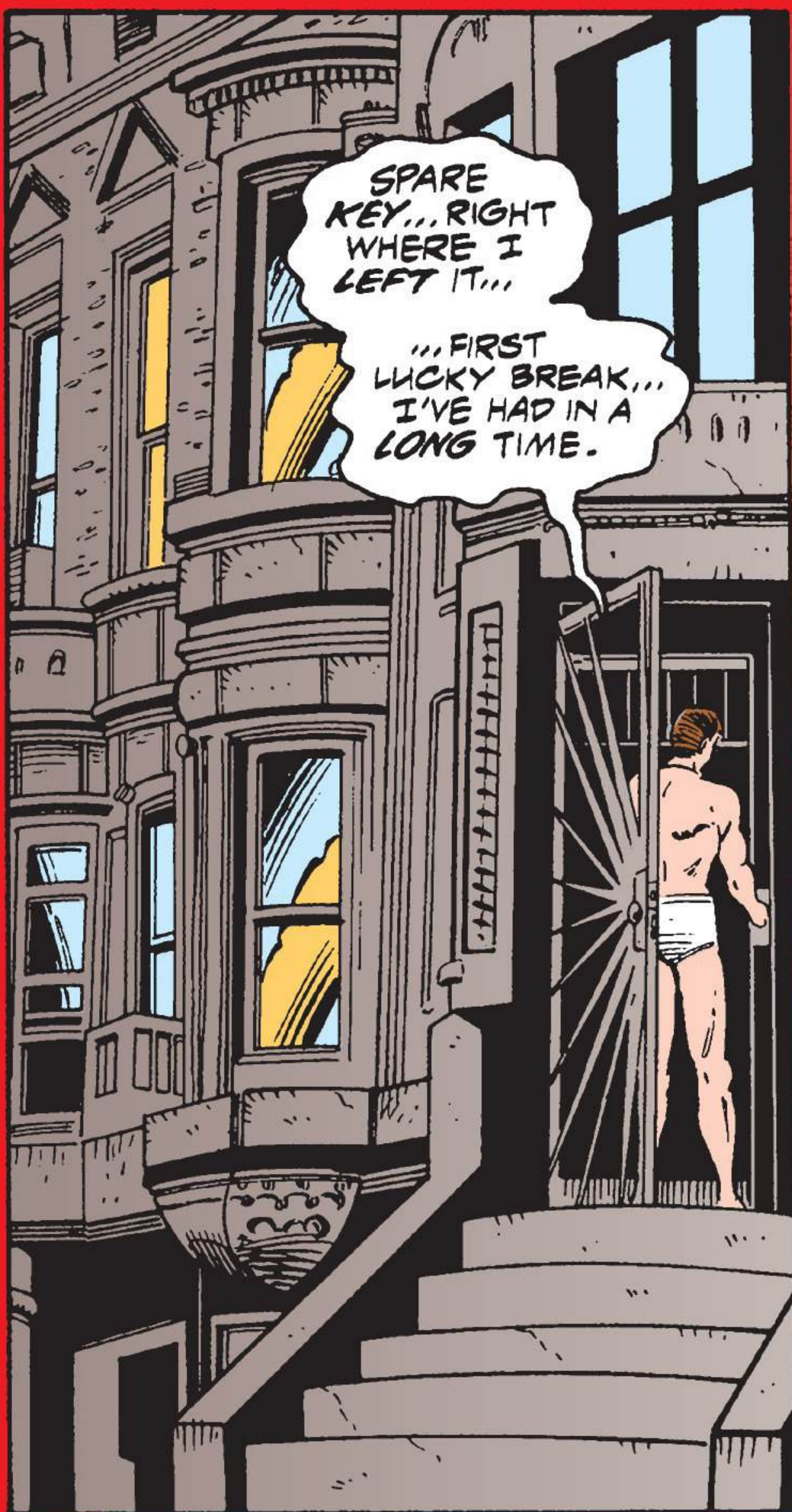


CAN'T BE
HAPPENING
CAN'T BE...

... WAS BAD
ENOUGH... BEING
FORCED BY DOC
OCK TO RUN
SCARLET SPIDER
BY REMOTE
CONTROL...

... THIS
IS... TOO
MUCH!

GET
HOME... THINK
THIS
THROUGH...

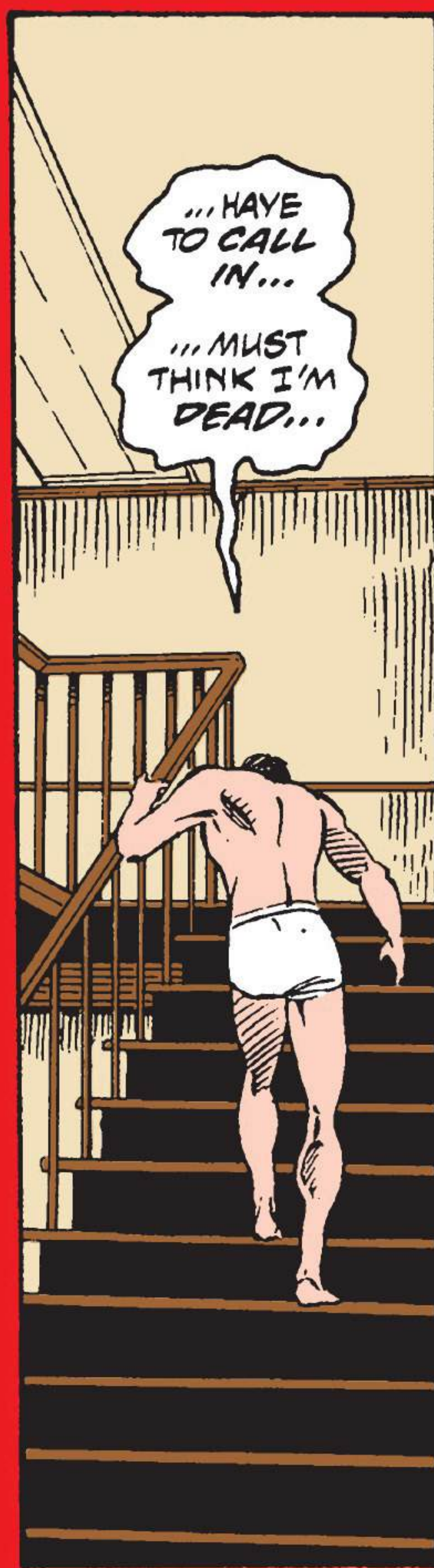


SPARE
KEY... RIGHT
WHERE I
LEFT IT...

... FIRST
LUCKY BREAK...
I'VE HAD IN A
LONG TIME.



MAIL'S
STACKED UP...
IT'LL WAIT...



... HAVE
TO CALL
IN...

... MUST
THINK I'M
DEAD...

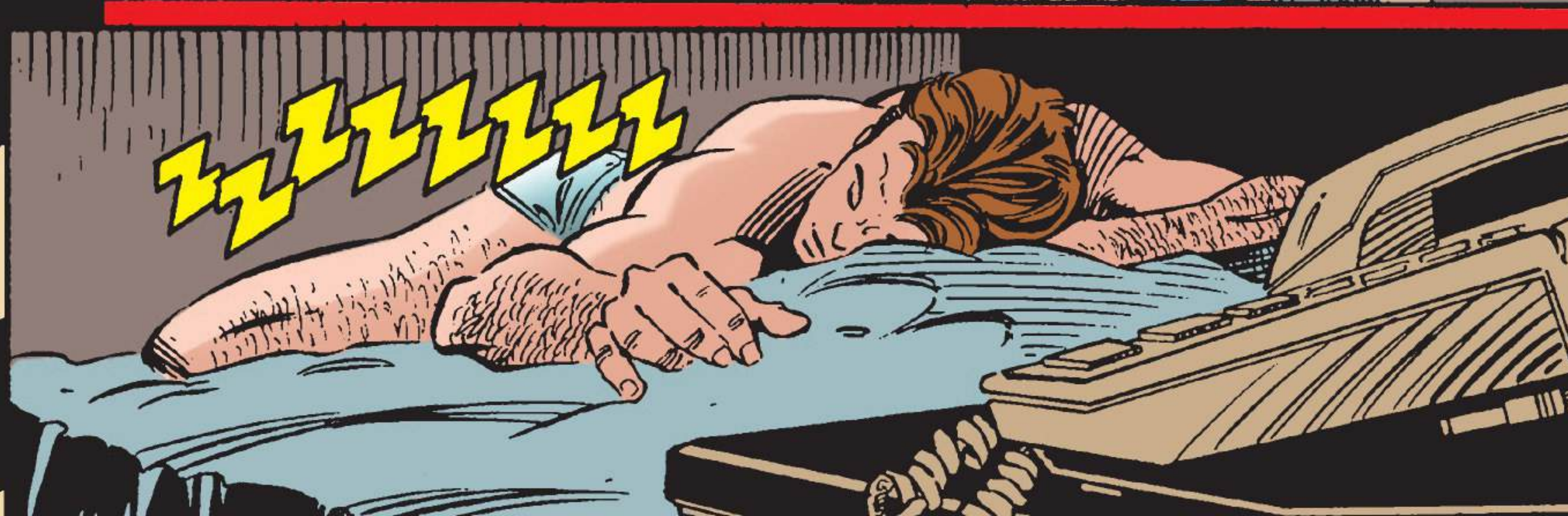


... STEPH'LL
BE WORRIED...



... JUSS...
CALL...

... INNNN



THE NEXT MORNING, HIGH OVER THE EAST SIDE HEADQUARTERS OF THE YOUNG HEROES KNOWN AS THE NEW WARRIORS...

--REALLY DON'T WANT TO HEAR ANY MORE DISCUSSION ABOUT IT, ANGEL.

WE'RE NOT WAITING AROUND ANYMORE FOR THE SCARLET SPIDER TO COME BY AND EXPLAIN HIS RECENT CRIME SPREE.

YOU SAW THE NEWS REPORTS LINKING HIM TO THE WARRIORS... HE'S BESMIRCHING OUR NAME, NOW, IN ADDITION TO HIS OWN.

IT'S TIME TO TRACK HIM DOWN AND FIND OUT JUST WHAT'S GOING ON.

JUSTICE

BUT IT'S GOT TO BE SOME KIND OF IMPOSTOR, OR MIND-CONTROL, OR SOMETHING, VANCE!

SCARLET WOULD NEVER--

FIRESTAR

WELL, SOMEONE'S OUT THERE DOING ALL THIS...

...AND WHOEVER IT IS NEEDS TO HAVE A LITTLE CHAT WITH THE NEW WARRIORS!

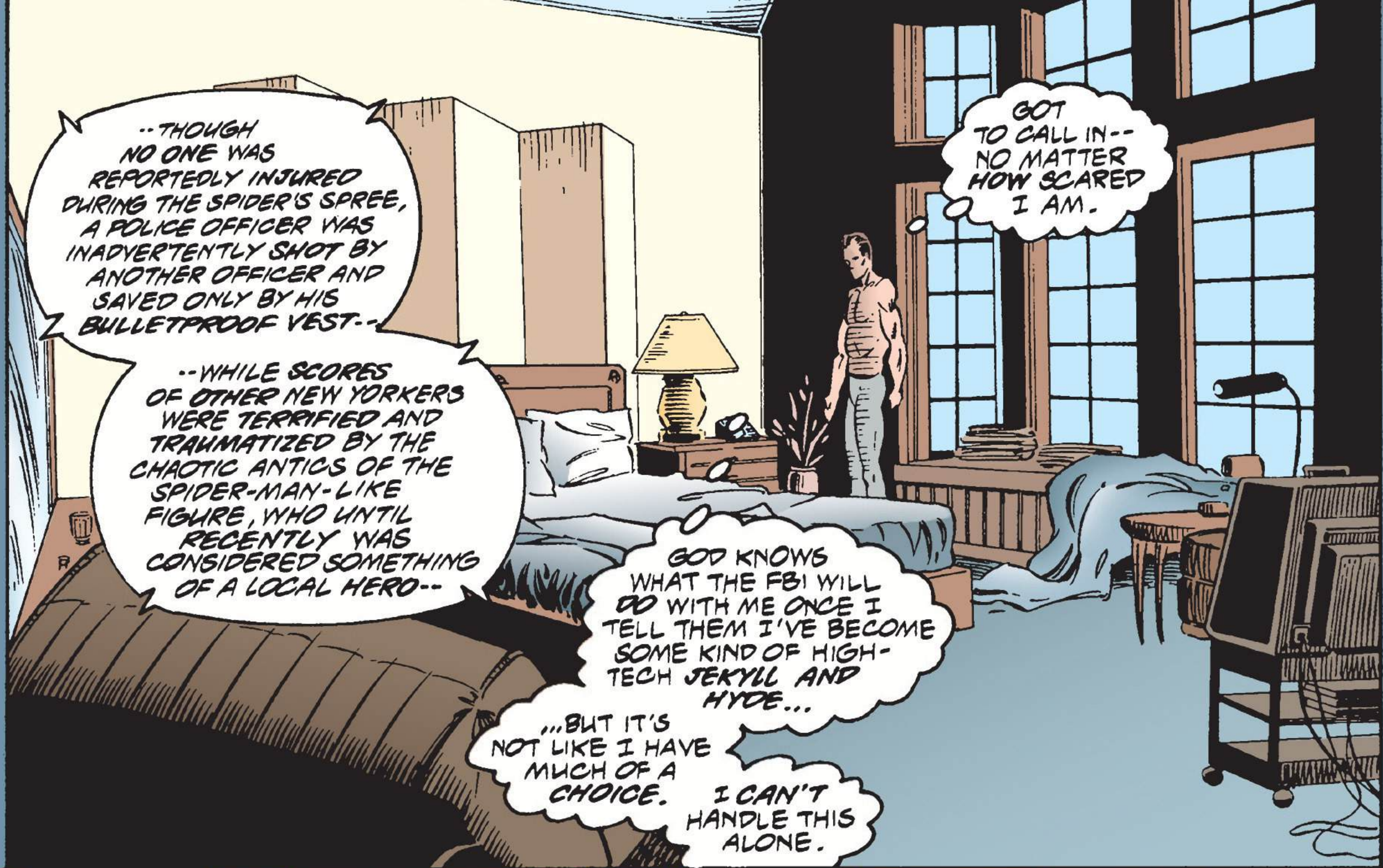
POWERHOUSE

TURBO

NOW, HERE'S HOW WE'LL SPLIT UP TO COVER THE MOST TERRITORY...

--RED-GARBED SUPERHUMAN CALLING HIMSELF THE SCARLET SPIDER, MOST RECENTLY SEEN IN THE COMPANY OF THE NEW WARRIORS, CONTINUED HIS RAMPAGE OF VIOLENCE AND MAYHEM YESTERDAY--

OH, MAN...



--THOUGH NO ONE WAS REPORTEDLY INJURED DURING THE SPIDER'S SPREE, A POLICE OFFICER WAS INADVERTENTLY SHOT BY ANOTHER OFFICER AND SAVED ONLY BY HIS BULLETPROOF VEST--

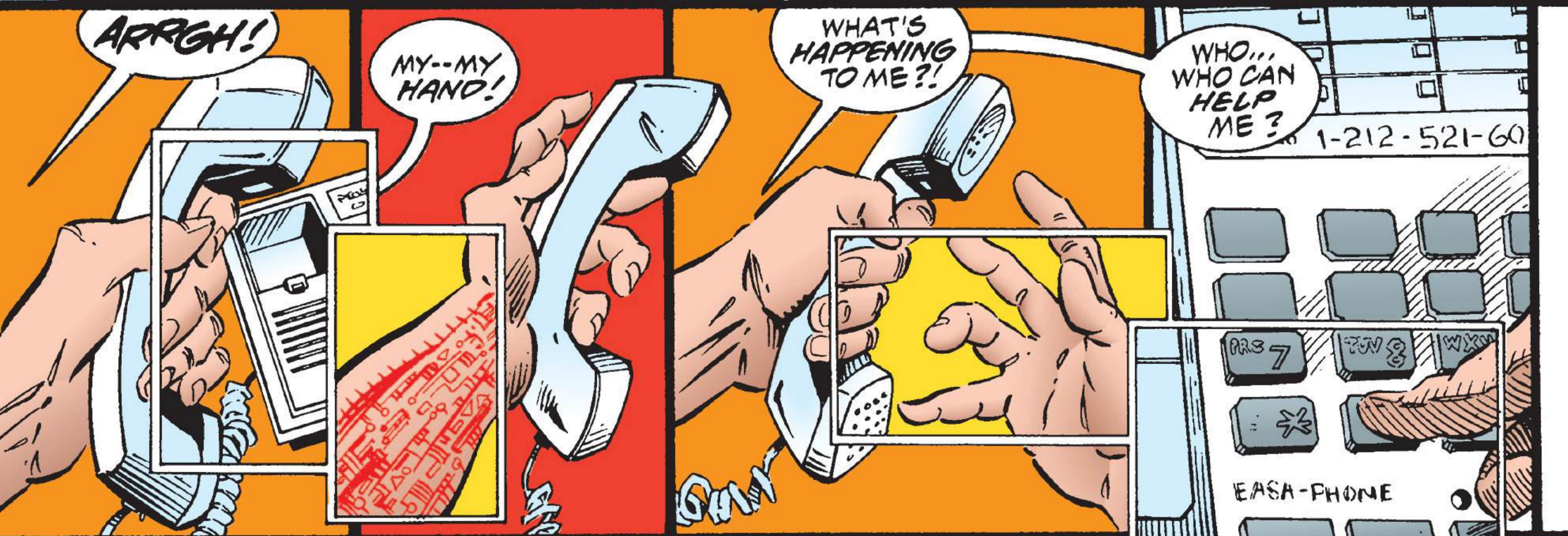
--WHILE SCORES OF OTHER NEW YORKERS WERE TERRIFIED AND TRAUMATIZED BY THE CHAOTIC ANTICS OF THE SPIDER-MAN-LIKE FIGURE, WHO UNTIL RECENTLY WAS CONSIDERED SOMETHING OF A LOCAL HERO--

GOT TO CALL IN-- NO MATTER HOW SCARED I AM.

GOD KNOWS WHAT THE FBI WILL DO WITH ME ONCE I TELL THEM I'VE BECOME SOME KIND OF HIGH-TECH Jekyll AND HYDE...

...BUT IT'S NOT LIKE I HAVE MUCH OF A CHOICE.

I CAN'T HANDLE THIS ALONE.



ARRGH!

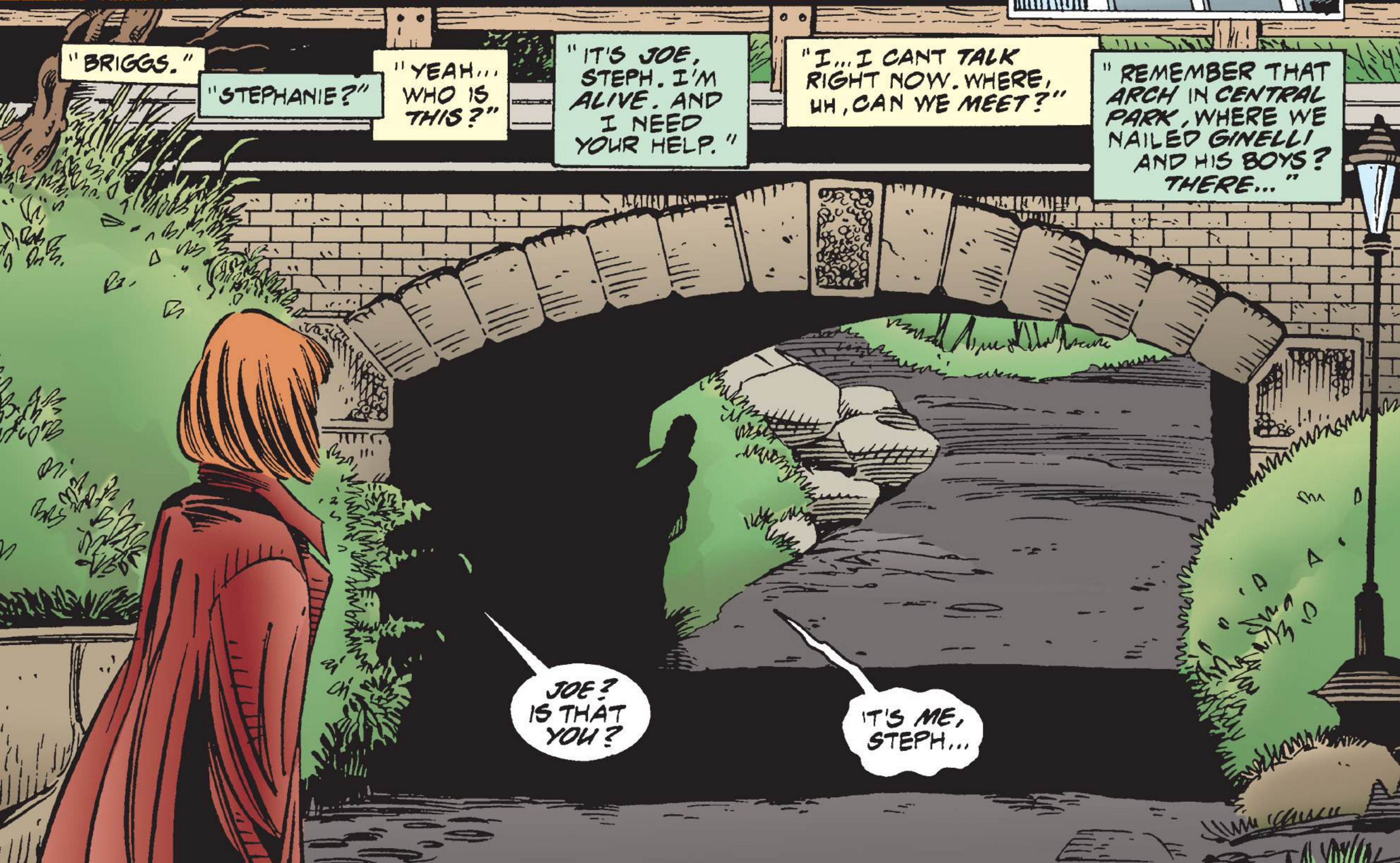
MY--MY HAND!

WHAT'S HAPPENING TO ME?!

WHO... WHO CAN HELP ME?

1-212-521-60

EASA-PHONE



"BRIGGS."

"STEPHANIE?"

"YEAH... WHO IS THIS?"

"IT'S JOE, STEPH. I'M ALIVE. AND I NEED YOUR HELP."

"I... I CANT TALK RIGHT NOW. WHERE, WH, CAN WE MEET?"

"REMEMBER THAT ARCH IN CENTRAL PARK, WHERE WE NAILED GINELLI AND HIS BOYS? THERE..."

JOE? IS THAT YOU?

IT'S ME, STEPH...

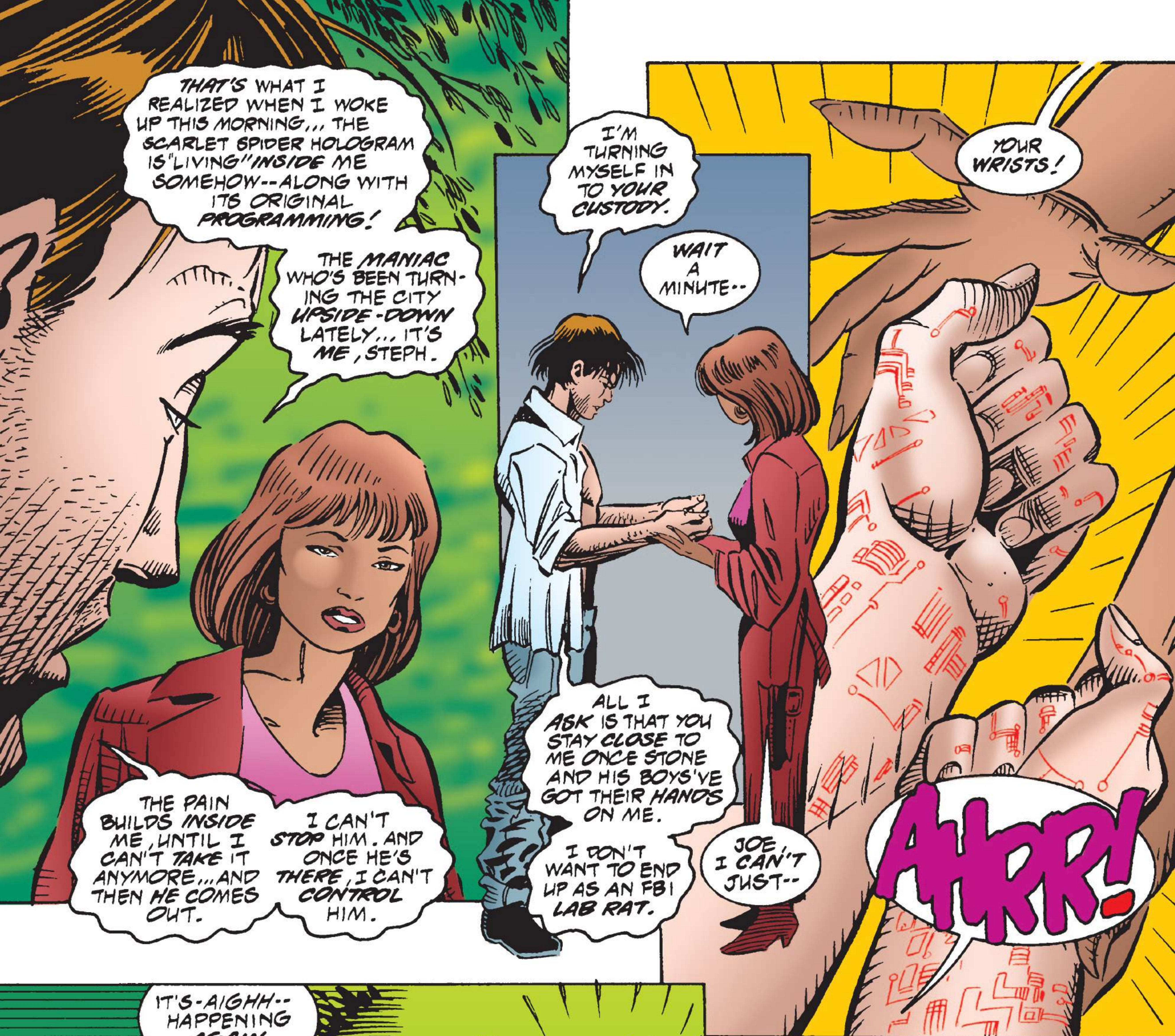


" I STOPPED REPORTING IN, STEPH, BECAUSE I WAS DISCOVERED TO BE A SPY. OCTOPUS CAUGHT ME POKING AROUND HER HOLOGRAM-PROJECTION TOYS.

" RATHER THAN KILL ME, THOUGH, SHE THOUGHT IT WOULD BE FUNNY TO STRAP ME INTO THE MACHINE AND FORCE ME TO RUN THE SCARLET SPIDER PROJECTION. *

" DON'T ASK ME HOW IT HAPPENED, BUT WHEN OCK'S HQ BLEW, I MUST'VE BEEN INFECTED WITH THE NANO-TECH MACHINES THAT HAD COMPOSED THE REMOTE-CONTROL SCARLET SPIDER. "

* AS SEEN IN SCARLET SPIDER #2. -- ERIC



THAT'S WHAT I
REALIZED WHEN I WOKE
UP THIS MORNING... THE
SCARLET SPIDER HOLOGRAM
IS "LIVING" INSIDE ME
SOMEHOW--ALONG WITH
ITS ORIGINAL
PROGRAMMING!

THE MANIAC
WHO'S BEEN TURN-
ING THE CITY
UPSIDE-DOWN
LATELY... IT'S
ME, STEPH.

I'M
TURNING
MYSELF IN
TO YOUR
CUSTODY.

WAIT
A
MINUTE--

YOUR
WRISTS!

THE PAIN
BUILDS INSIDE
ME, UNTIL I
CAN'T TAKE IT
ANYMORE... AND
THEN HE COMES
OUT.

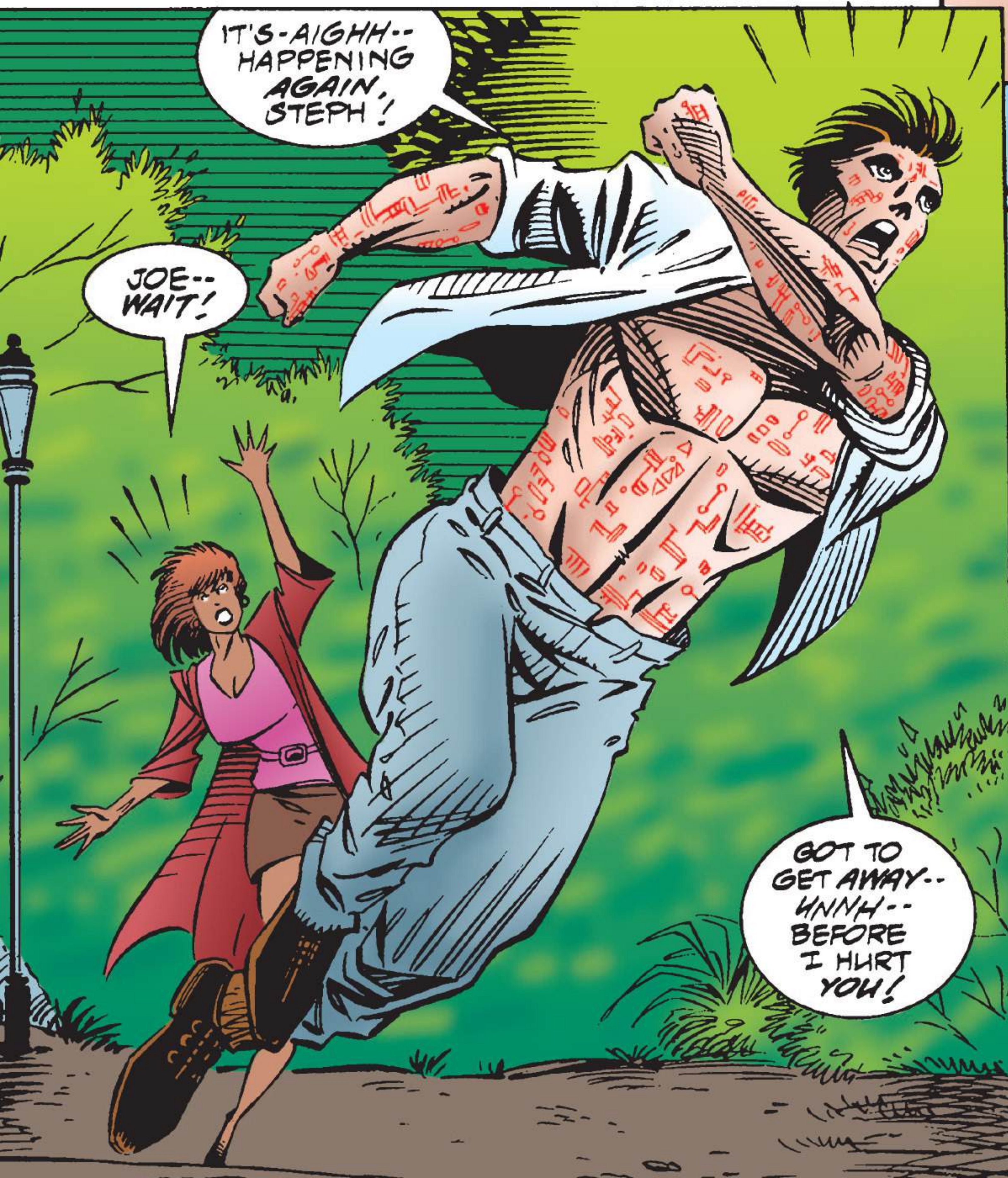
I CAN'T
STOP HIM. AND
ONCE HE'S
THERE, I CAN'T
CONTROL
HIM.

ALL I
ASK IS THAT YOU
STAY CLOSE TO
ME ONCE STONE
AND HIS BOYS'VE
GOT THEIR HANDS
ON ME.

I DON'T
WANT TO END
UP AS AN FBI
LAB RAT.

JOE
I CAN'T
JUST--

AWRR!



IT'S-AIGHH--
HAPPENING
AGAIN,
STEPH!

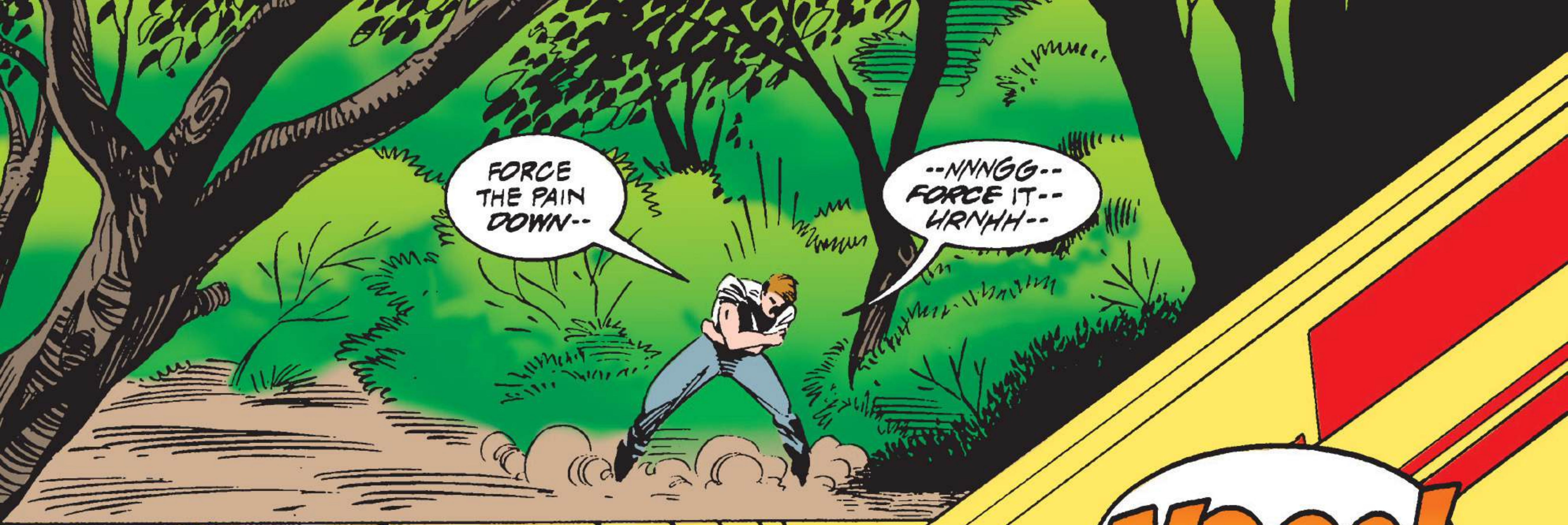
JOE--
WAIT!

GOT TO
GET AWAY--
UNNH--
BEFORE
I HURT
YOU!



PAIN'S--
ARRGK--TOO
MUCH--CAN'T
STOP IT!

PLEASE,
STEPH--HELP
ME!



FORCE
THE PAIN
DOWN--

--NNNGG--
FORCE IT--
HRNHH--



Nooo!

AHHH,
DON'T BE
SUCH A
BABY!

NO PAIN,
NO GAIN,
RIGHT?



LOOK AT THIS...
ANOTHER PERFECT
DAY IN THE BIG
CITY.

NOW,
WHERE
WAS
I...?

HALF AN HOUR LATER, HIGH OVER THE AFOREMENTIONED "BIG CITY," AS FIRESTAR PATROLS HER ASSIGNED QUADRANT...

THIS IS RIDICULOUS... THERE'S WAY TOO MUCH GROUND TO COVER. WE'RE NEVER GOING TO FIND THE SCARLET SPIDER THIS WAY.

'COURSE, IF ANY OF US ARE GOING TO FIND HIM, I HOPE IT'S ME.

I THINK I'M MORE LIKELY TO GIVE SCARLET THE BENEFIT OF THE DOUBT THAN A CERTAIN JEALOUS BOYFRIEND I KNOW.

STILL, WHAT DO YOU EXPECT, ANGEL?

VANCE IS NERVOUS ENOUGH ABOUT BEING THE NEW LEADER OF THE WARRIORS, WITHOUT YOU SPONTANEOUSLY INVITING MYSTERIOUS MEN IN SKIN-TIGHT SPANDEX ONTO THE TEAM... *

... ESPECIALLY MYSTERIOUS MEN WHO'RE ALWAYS STARING AT YOU.

WISH I COULD'VE SEEN WHAT WAS GOING ON BEHIND SCARLET'S MASK JUST ONCE--

* IT HAPPENED IN NEW WARRIORS #62.--ERIC

WHA--IS THAT A FIRE ON THE GEORGE WASHINGTON BRIDGE?

BETTER CHECK IT OUT...

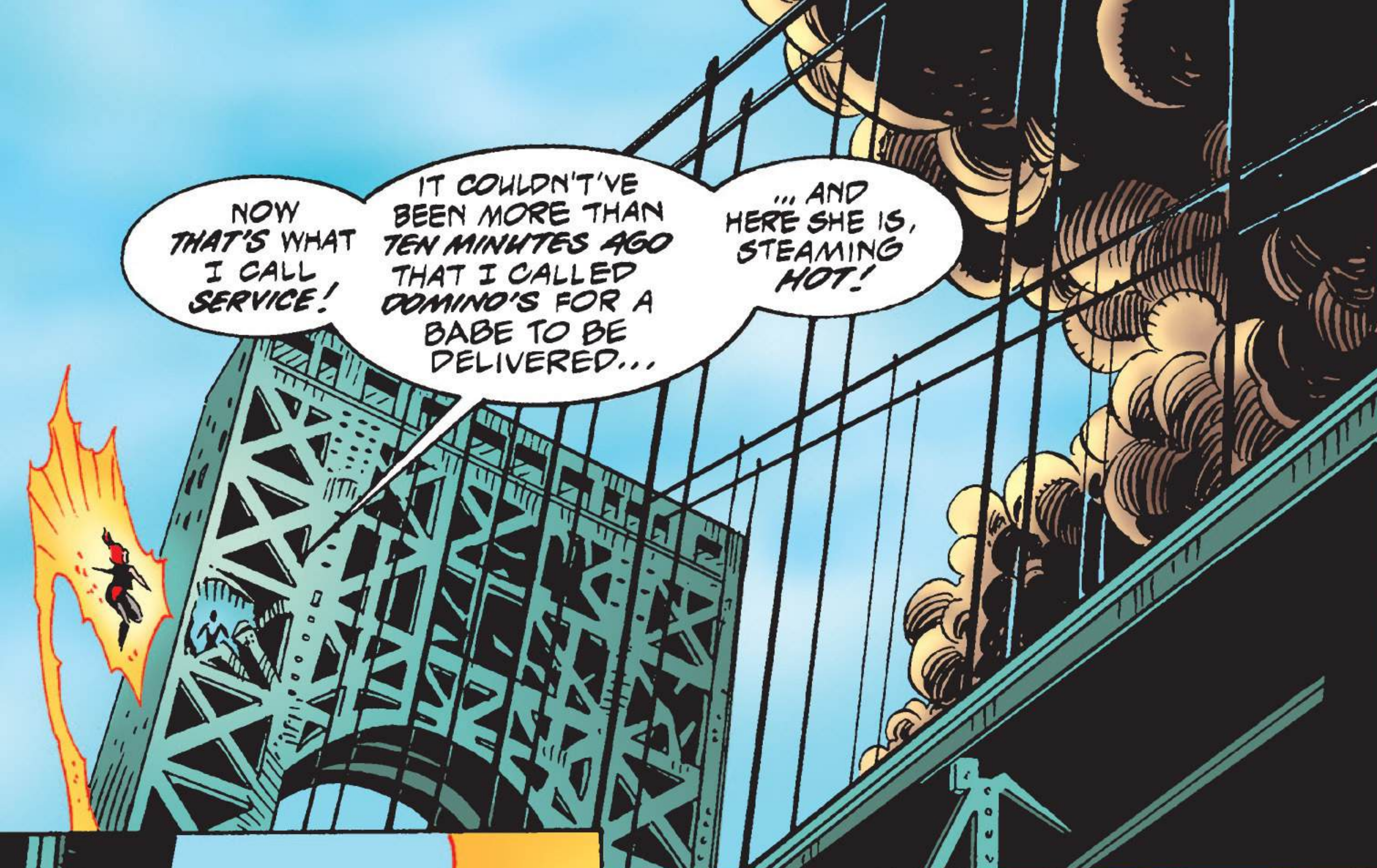
THIS'LL
TEACH YOU
IGNORANT
COMMUTERS TO
TAKE YOUR DAILY
IRON
SUPPLEMENTS...

...NOW
OPEN
WIDE!

SCARLET?!

WHAT
ARE YOU
DOING?





NOW
THAT'S WHAT
I CALL
SERVICE!

IT COULDN'T'VE
BEEN MORE THAN
TEN MINUTES AGO
THAT I CALLED
DOMINO'S FOR A
BABE TO BE
DELIVERED...

... AND
HERE SHE IS,
STEAMING
HOT!



BY THE
WAY, DID I
MENTION I
HAVE A TWO-
FOR-ONE
COUPON?



I--
WHAT?
DID
YOU JUST
SAY--

COUPON?
YEAH, I TOLD
THE LADY WHEN
I ORDERED
THAT I HAD
ONE--

WHAT
ARE YOU
TALKING ABOUT?
HAVE YOU GONE
COMPLETELY
NUTS?

WHAT
THE HECK'S
WRONG
WITH YOU?

YOU
REALLY
WANNA
KNOW?



OKAY...

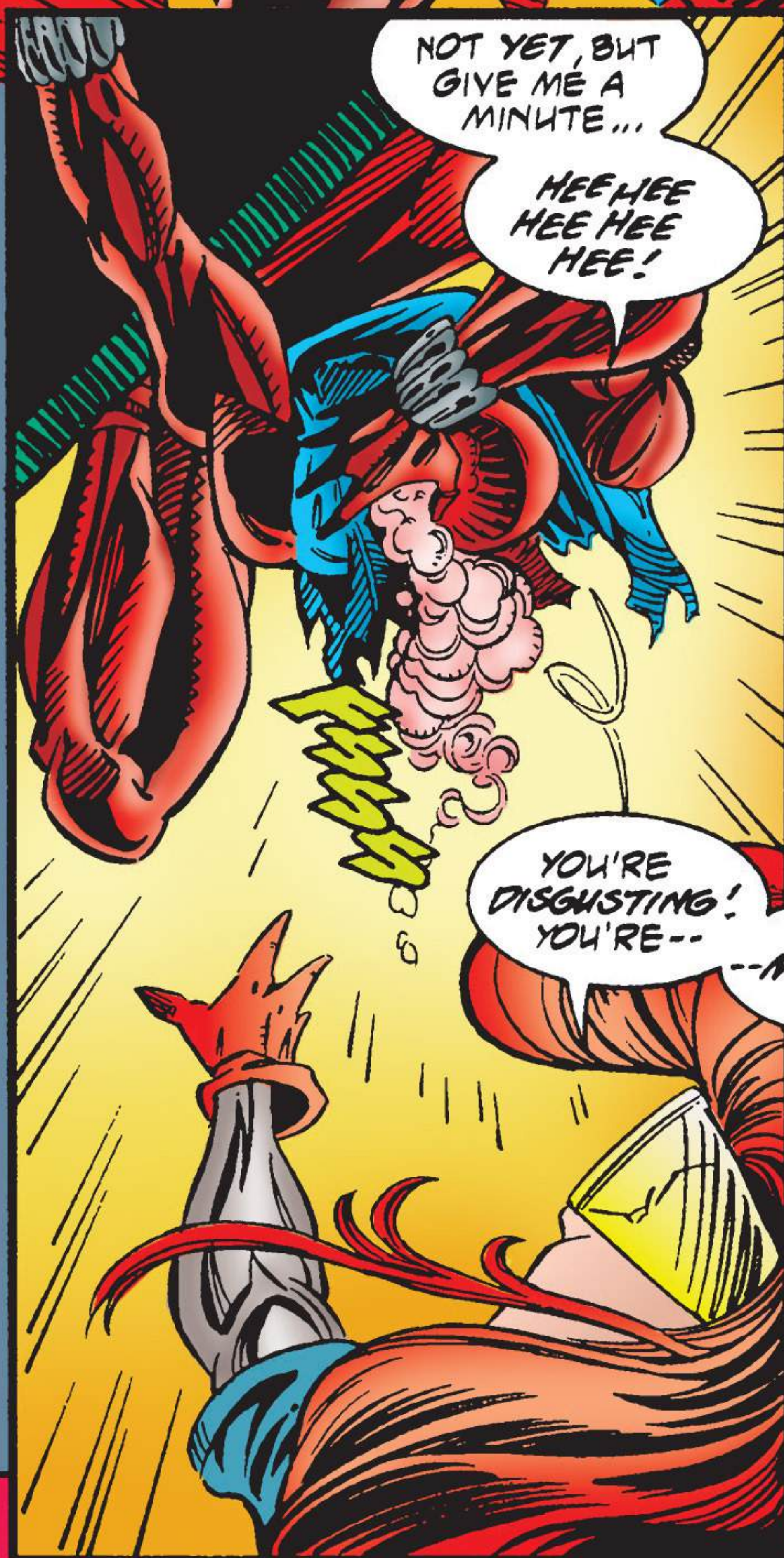
YOU--YOU'RE
GOING TO
SHOW ME--?

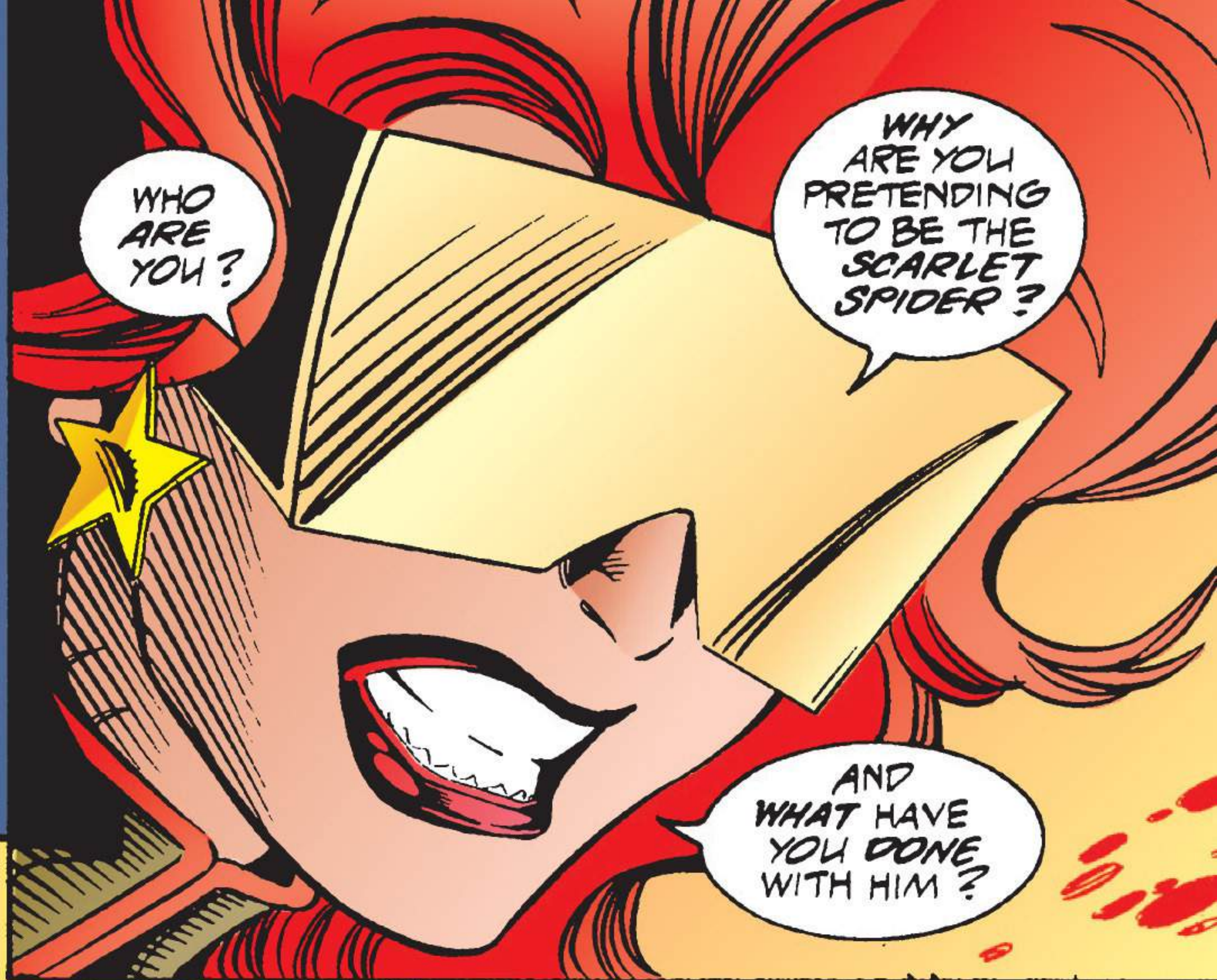


"A GOOD
TIME"? YOU
KNOW IT,
BABE...

...BUT
FIRST YOU
GET THE
TONGUE!

RRMFF!







YEESH!
WHAT'D THAT
GIRDER EVER
DO TO YOU?

REUNCH

SHRAK

NOTHING,
"SCARLET"...

...JUST
HELPING
ME SET
YOU UP!



YOU'RE
SETTING
ME UP?
REALLY?

WHO IS SHE?
IS SHE CUTE?
WHAT'S SHE LIKE?
IS SHE EASY?
WHEN CAN I
MEET HER?

KEEP
BABBLING,
IMPOSTOR!

NOW
THAT YOU'RE
HANGING OUT OVER
THE WATER, WITH NO
BYSTANDERS IN
MY LINE OF FIRE...



...I CAN CUT LOOSE ON
YOU WITH A MICROWAVE
PULSE SO WIDE EVEN
YOU CAN'T DODGE IT!

SHAKKT



WHAT
THE--?!

WHAT'S
WITH THE
COLORED SMOKE?
WHAT DID I DO
TO HIM?



ALMOST
LOOKED LIKE
HIS COSTUME
GOT VAPORIZED,
OR SLOUGHED
OFF SOMEHOW--





AHHH!
WHAT AN INCREDIBLE
LEARNING EXPERIENCE.
EH, CLASS? NOW WE'
ALL KNOW WHAT MICRO-
WAVED SPIDER
SMELLS LIKE!

FOR OUR
NEXT LESSON,
WE'LL BE
EXPERIENCING
THE UNMISTAKABLE
AROMA...

...OF
**CHAR-
BROILED
TEENAGER!**

AIN'T
SCIENCE
WONDERFUL?

CONTINUED IN
NEW WARRIORS #67
THEN BACK HERE FOR THE
FANTASTIC FINALE GUEST-
STARRING SPIDER-MAN
AND THE NEW WARRIORS!
DON'T MISS IT!



ONLY \$1.50 US

\$2.10 CAN

JAN • 67

MARVEL®
SPIDER-MAN
GROUP

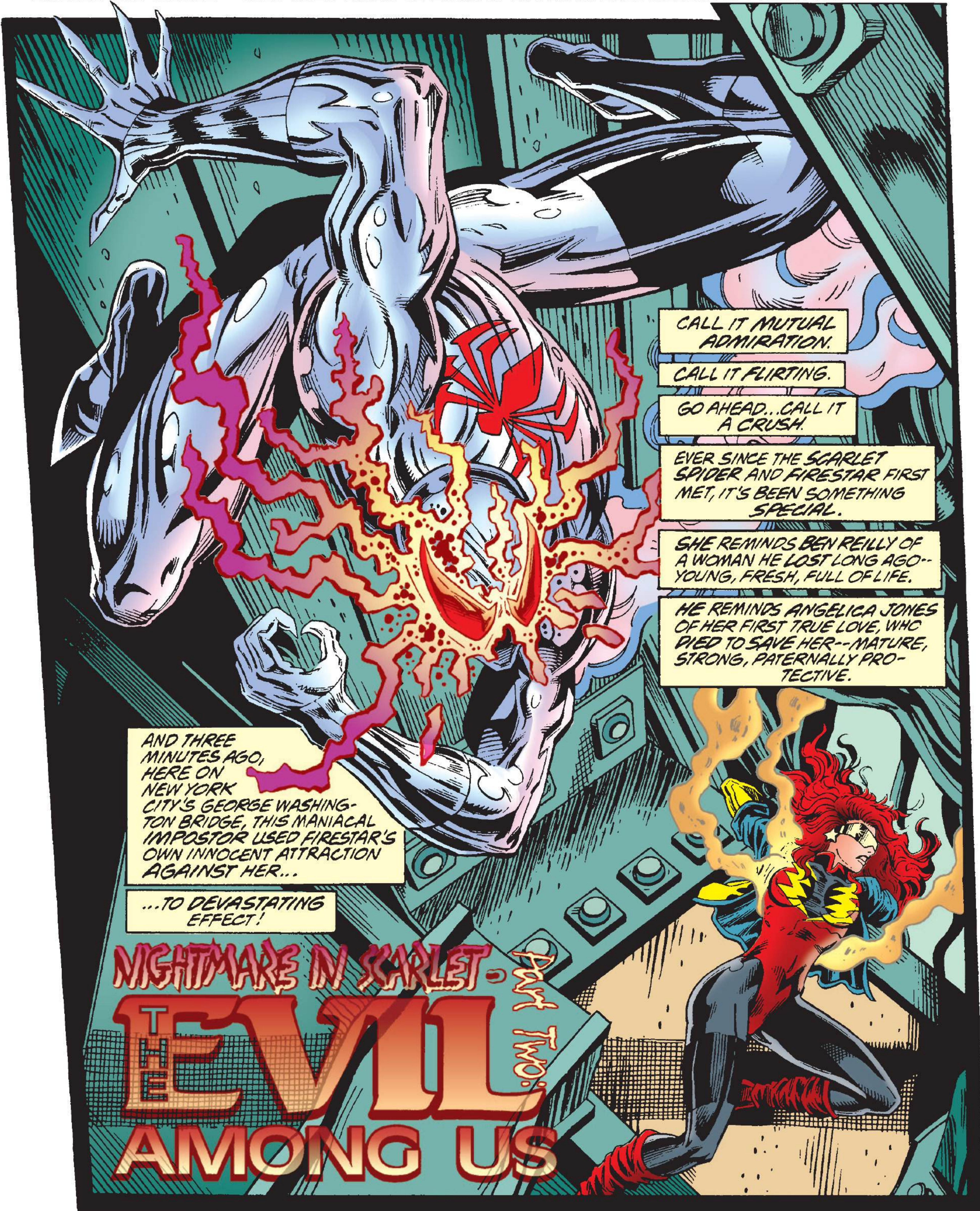
APPROVED
BY THE
COMICS
CODE
AUTHORITY

WILLOW
NIGHTWARE IN SCARLET! 2^{of 3}

NEW WARRIORS



JUSTICE — TELEKINETIC FURY! FIRESTAR — MUTANT MISTRESS OF MICROWAVES! SPEEDBALL — BOUNCING BUNDLE OF ENERGY! TURBO — THE HUMAN TORPEDO! POWERHOUSE — THE MODULAR SUPER HERO! SCARLET SPIDER — WEB-SLINGING WONDER! SIX YOUNG HEROES WITH THE COURAGE TO CHANGE THE WORLD — AND THE POWER TO BACK IT UP! STAN LEE PRESENTS. . .THE NEW WARRIORS



CALL IT MUTUAL ADMIRATION.

CALL IT FLIRTING.

GO AHEAD...CALL IT A CRUSH.

EVER SINCE THE SCARLET SPIDER AND FIRESTAR FIRST MET, IT'S BEEN SOMETHING SPECIAL.

SHE REMINDS BEN REILLY OF A WOMAN HE LOST LONG AGO--YOUNG, FRESH, FULL OF LIFE.

HE REMINDS ANGELICA JONES OF HER FIRST TRUE LOVE, WHO DIED TO SAVE HER--MATURE, STRONG, PATERNALLY PROTECTIVE.

AND THREE MINUTES AGO, HERE ON NEW YORK CITY'S GEORGE WASHINGTON BRIDGE, THIS MANIACAL IMPOSTOR USED FIRESTAR'S OWN INNOCENT ATTRACTION AGAINST HER...

...TO DEVASTATING EFFECT!

NIGHTMARE IN SCARLET - Part Two: EVIL AMONG US

SHE CANNA' TAKE ANY MORE O' THIS, CAP'N!

LOCK PHASERS ON TARGET, MR. SULLU!

FIRE!

NO!!!

THWAMM

VANCE!

EVAN SKOLNICK • writer
PATRICK ZIRCHER • penciler
ANDREW PEPOY • inker
JOHN COSTANZA • letterer
JOE ROSAS • colorist
MALIBU • computer color
TOM BREVOORT • editor
BOB BUDIANSKY • chief



SWEET-
HEART--ARE
YOU OKAY?

I AM
NOW...
THANKS.

THAT'S
HIM, ISN'T
IT?



THE
SCARLET
SPIDER!

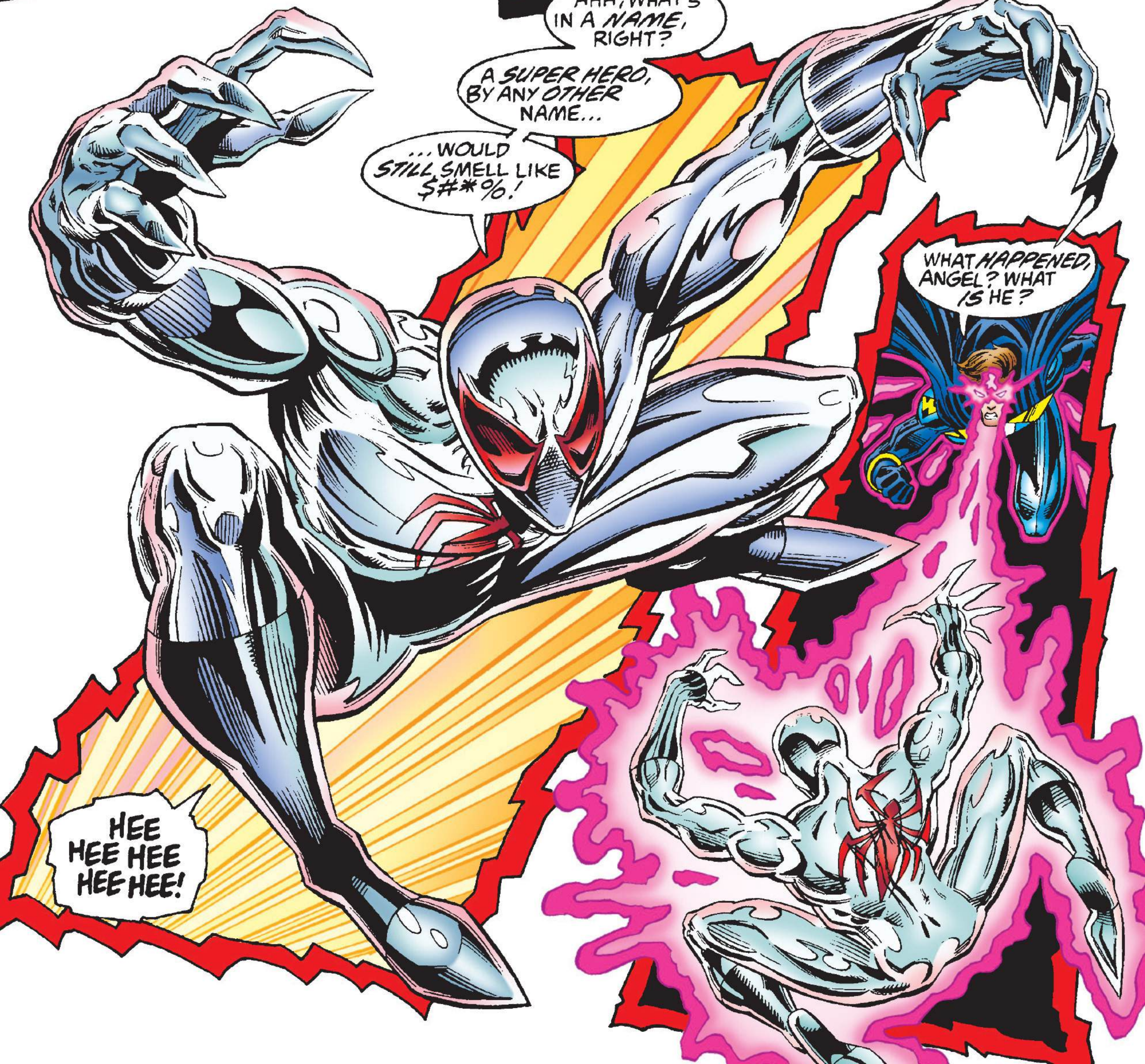


I... I DON'T
KNOW...

IT IS!

I CAN'T BELIEVE YOU
EVER INVITED THIS
PSYCHO TO JOIN
THE WARRIORS!

HE NEVER EVEN
TOLD US HIS NAME,
FOR GOD'S
SAKE...



AHH, WHAT'S
IN A NAME,
RIGHT?

A SUPER HERO,
BY ANY OTHER
NAME...

... WOULD
STILL SMELL LIKE
\$#*%!

WHAT HAPPENED,
ANGEL? WHAT
IS HE?

HEE
HEE HEE
HEE HEE!



I DON'T KNOW! HE LOOKED AND TALKED LIKE SCARLET AT FIRST, BUT THEN HE... UH... I HIT HIM WITH A MICRO-WAVE PULSE, AND HE TURNED INTO... THAT! *

NO WONDER HE WOULDN'T TAKE OFF HIS MASK... HE'S A ROBOT OR SOMETHING!

I CAN'T BELIEVE WE TOOK THIS... THING... INTO OUR HEADQUARTERS... TOLD HIM WHO WE ARE... RISKED EVERYTHING... BECAUSE YOU HAD A "GOOD FEELING" ABOUT HIM!



THAT'S NOT FAIR! WE BOTH KNOW THIS CAN'T BE THE SAME MAN WHO'S BEEN OUR TEAMMATE! SOMETHING'S CHANGED HIM--



* AS SEEN IN WEB OF SCARLET SPIDER #3!
--TOM

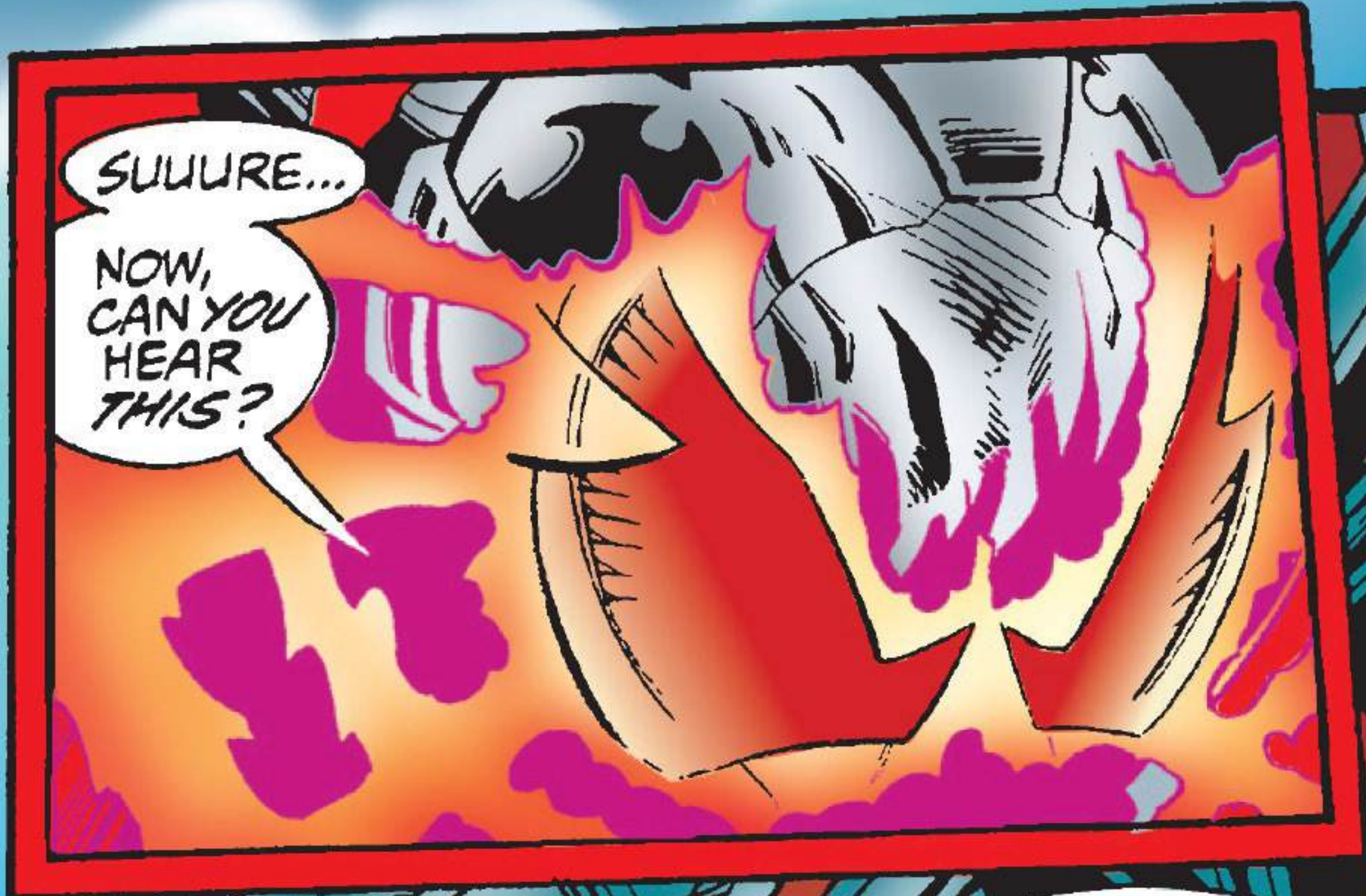
WELL, NOW HE'S CHANGED THE REPUTATION OF THE WARRIORS, ANGEL! EVERYONE KNOWS HE'S ONE OF US!

LOOK AT HIM-- HE'S STILL CHANGING!



"SCARLET!! THIS IS JUSTICE! WE NEED SOME ANSWERS! CAN YOU HEAR ME?"





SUUURE...

NOW,
CAN YOU
HEAR
THIS?

IT'S
BEEN FUN,
KIDS!

WE'LL HAVE
TO DO IT AGAIN
SOMETIME!

SOME KIND OF
SONIC BLAST--
CRASHING THROUGH
MY SHIELDS--

AAARGH!



WUUMMMM

THE BRIDGE--
IT'S COMING
DOWN!



ROUWWHHHHH

I'LL TRY TO
WELD SOME OF
THE GIRDERS
BACK IN PLACE!

CAN'T HOLD
EVERYTHING
AT ONCE--

OH MY GOD! THAT BUS--!

TOO MUCH
TO CONTROL
IT'S TOO
MUCH!

HEY, YOU
GUYS STARTED
THE PARTY
WITHOUT US!

I DON'T
SUPPOSE YOU
LEFT US ANY
PUNCH...

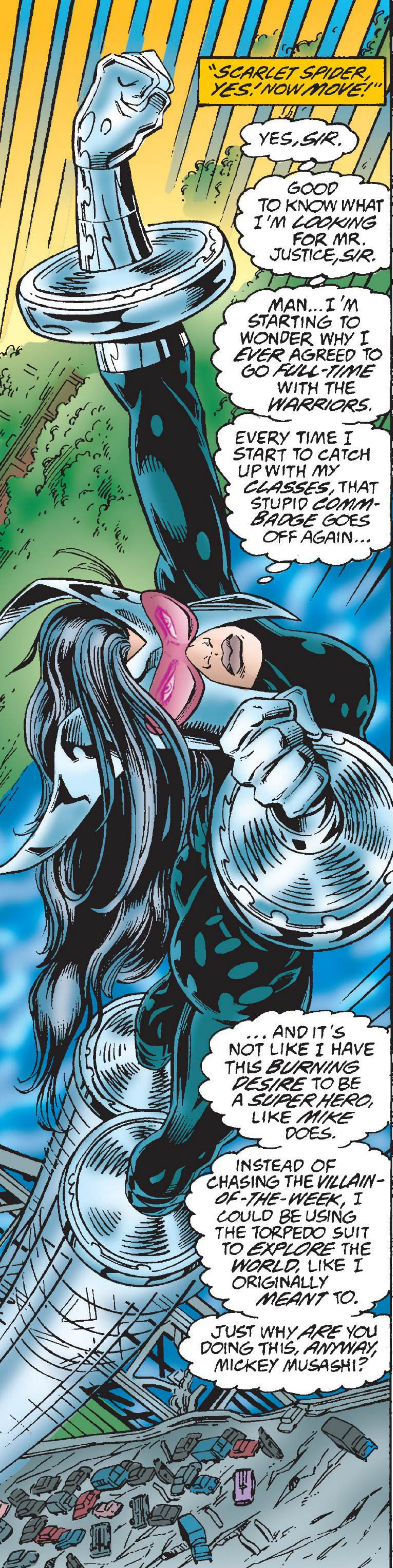
OR
ANYBODY
TO PUNCH...?

THANK
GOD YOU'RE
HERE!

**POWERHOUSE--
YOU STAY HERE AND
HELP US SECURE
THE BRIDGE!**

**TURBO-- A METALLIC
VERSION OF THE SCARLET
SPIDER JUST HEADED
FOR MANHATTAN!
TRACK HIM DOWN!**

A METALLIC
VERSION OF
THE--?



"SCARLET SPIDER, YES! NOW MOVE!"

YES, SIR.

GOOD TO KNOW WHAT I'M LOOKING FOR MR. JUSTICE, SIR.

MAN... I'M STARTING TO WONDER WHY I EVER AGREED TO GO FULL-TIME WITH THE WARRIORS.

EVERY TIME I START TO CATCH UP WITH MY CLASSES, THAT STUPID COMM-BADGE GOES OFF AGAIN...

... AND IT'S NOT LIKE I HAVE THIS BURNING DESIRE TO BE A SUPER HERO, LIKE MIKE DOES.

INSTEAD OF CHASING THE VILLAIN-OF-THE-WEEK, I COULD BE USING THE TORPEDO SUIT TO EXPLORE THE WORLD, LIKE I ORIGINALLY MEANT TO.

JUST WHY ARE YOU DOING THIS, ANYWAY, MICKEY MUSASHI?



THE UPPER WEST SIDE...

... AS THE "METALLIC VERSION OF THE SCARLET SPIDER" ABRUPTLY DROPS INTO A DARK ALLEY...

... AND JUST AS ABRUPTLY BECOMES...



HUNNH
HUNH HUNH



... NOTICEABLY LESS METALLIC.

UNNH...
NOT AGAIN...

... GOT TO... GET HOME... TRY TO REMEMBER...

GREAT... NO SILVER OR SCARLET SPIDERS ANYWHERE IN SIGHT, JUST LIKE I FIGURED.

ALEX COULD'VE CAUGHT THAT BUS BY HIMSELF...

... WHICH MEANS I COULD'VE SPENT TODAY STUDYING MY SPANISH...

... IN SPAIN.

~ SIGH ~



... HOME...

MEANWHILE, AT THE UPPER WEST SIDE'S "DAILY GRIND" COFFEE BAR...

...OF LATE, PLACE OF EMPLOYMENT FOR A CERTAIN BEN REILLY...

...WHO IS SECRETLY THE NEW SPIDER-MAN...

...AND WHO WAS SECRETLY THE SCARLET SPIDER!

SHIRLEY, I REALLY NEED TO TAKE, UH, AN EARLY LUNCH HOUR TODAY.

OKAY IF I SPLIT?

EARLY "LUNCH" HOUR?! IT'S TEN-THIRTY IN THE MORNING!

THANKS-- BE BACK AS SOON AS I CAN...

REILLY! DID ANY OF THOSE WORDS SOUND LIKE "YES"?

FRIGGIN' UNGRATEFUL PIECE 'A TRASH GIVE 'EM A JOB AND THEY SCREW YOU FIRST CHANCE THEY GET GONNA DOCK HIM FOR THIS ONE

THAT DOESN'T SOUND GOOD...

BUT I'VE BEEN HOPING TO TRACK DOWN THAT NEW SCARLET SPIDER IMPOSTOR FOR DAYS, AND IT SOUNDS LIKE THE WARRIORS FOUND HIM FOR ME!

THERE'S FIRESTAR'S EMERGENCY SIGNAL... GOOD. IT'S NEARBY.

BUT WHAT AM I GOING TO SAY TO WARRIORS WHEN I SEE THEM? WILL THEY REALIZE I USED TO BE THE SCARLET SPIDER ...THEIR TEAM-MATE?

I KNOW, I'LL JUST TELL THEM THE TRUTH.

"GUYS, I KNOW I NEVER TOLD YOU WHO I REALLY AM, SO HERE IT IS... I'M PETER PARKER, BUT I THOUGHT I WAS A CLONE SO I CALLED MYSELF BEN REILLY, AND I DYED MY HAIR BLOND AND STARTED A NEW LIFE AFTER MY CLONE GAVE UP BEING SPIDER-MAN..."

YEAH, RIGHT. THEY'RE BETTER OFF BEING LEFT IN THE DARK...

--CAN'T
KEEP YOU IN THE
DARK ANYMORE
ABOUT THIS, SO
LISTEN UP,
PEOPLE--

FBI HEADQUARTERS,
NEW YORK CITY...

...AS OPERATIONS
SUPERVISOR NELSON
STONE ADDRESSES
THE TROOPS...

I'VE BECOME
INCREASINGLY CONVINCED
THAT SPECIAL AGENT JOE WADE
DID NOT DIE IN THE DESTRUCTION
OF DOCTOR OCTOPUS'S
HEADQUARTERS.*

WE STILL CAN'T FIND HIS
BODY, AND WE KNOW THAT THE DOC
OCKS-- BOTH THE ORIGINAL MALE AND
THE NEW FEMALE-- WERE PLAYING
AROUND WITH SOME HIGH-TECH
MATERIALS THAT COULD POSSIBLY
HAVE TRANSFORMED WADE
SOMEHOW.

SINCE WE'VE BEEN UNABLE
TO RECOVER ANY OF THAT
TECHNOLOGY, I WANT TO
SWITCH THE FOCUS OF OUR
SEARCH BACK TO WADE
HIMSELF...

WHAT CAUSED
SUCH A SUDDEN
CHANGE IN STONE'S
ATTITUDE ABOUT
ALL THIS?

* IN SPECTACULAR
SCARLET SPIDER
#2. --TOM

LAST TIME
WE TALKED, HE TOLD
ME TO FORGET JOE
AND THE SCARLET
SPIDER, AND CON-
CENTRATE ON
RECOVERING THE
TECH!*

THAT WAS
BEFORE JOE HIMSELF
SECRETLY CONTACTED
ME... AND TOLD ME
HE'S BECOME THE
SCARLET SPIDER!

NOW ALL OF A
SUDDEN STONE'S
CONVINCED THAT
JOE'S STILL
ALIVE...

...SO I WANT HIM
TRACKED DOWN AND
BROUGHT IN ALIVE.

BENOIT, YOU'LL
HANDLE ROUND-THE-CLOCK
SURVEILLANCE ON WADE'S
HOME...

...IT JUST DOESN'T
MAKE SENSE... UNLESS
STONE'S BEEN LOOKING
INTO MY PERSONAL
FILES!

* IN WEB OF SCARLET
SPIDER #3! --TOM

LATER...

HEY, STEVE,
YOU MIND IF I
HANDLE THE
STAKEOUT ON
JOE'S HOUSE?

HE WAS
MY PARTNER,
AFTER ALL.

SURE,
WHY NOT?

I STILL
CAN'T SEE THE
POINT OF STAKING
OUT THE HOUSE...

"...OFA
DEAD MAN..."

UNNH...
ALMOST
THERE...
GET
SOME...
REST...

...STEPH...?

JOE!

...HNNHH...

MY GOD--
IT'S GETTING
WORSE,
ISN'T IT?

JOE-- UNNFF--
CAN'T SLEEP YET,
BABE-- JOE--

WE NEED
TO FIGURE
THIS OUT...

...SO
TIRED...



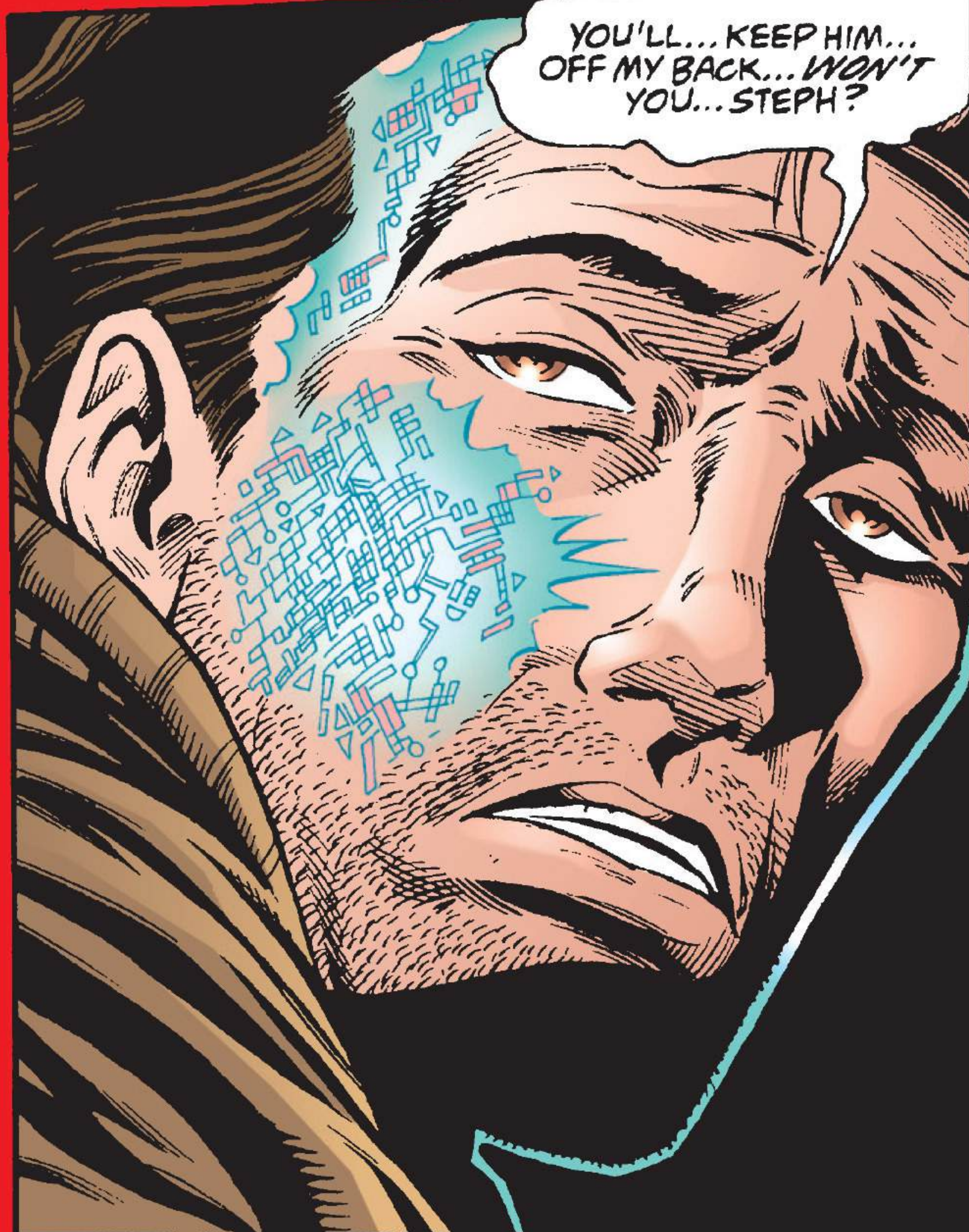
JUST
NEED... SOME
REST...



JOE,
WE HAVE
TO TALK--
NOW!

STONE MUST'VE
READ MY *PERSONAL*
REPORTS... MAYBE
EVEN HAD ME
FOLLOWED!

HE'S GOT
EVERYONE
LOOKING
FOR YOU--



YOU'LL... KEEP HIM...
OFF MY BACK... WON'T
YOU... STEPH?



JUST... LONG
ENOUGH... TO
CATCH SOME...
Z'S...

THE *EXERTION* THE
SCARLET SPIDER PER-
SONA PUTS ON JOE'S
BODY MUST BE UN-
BELIEVABLE.

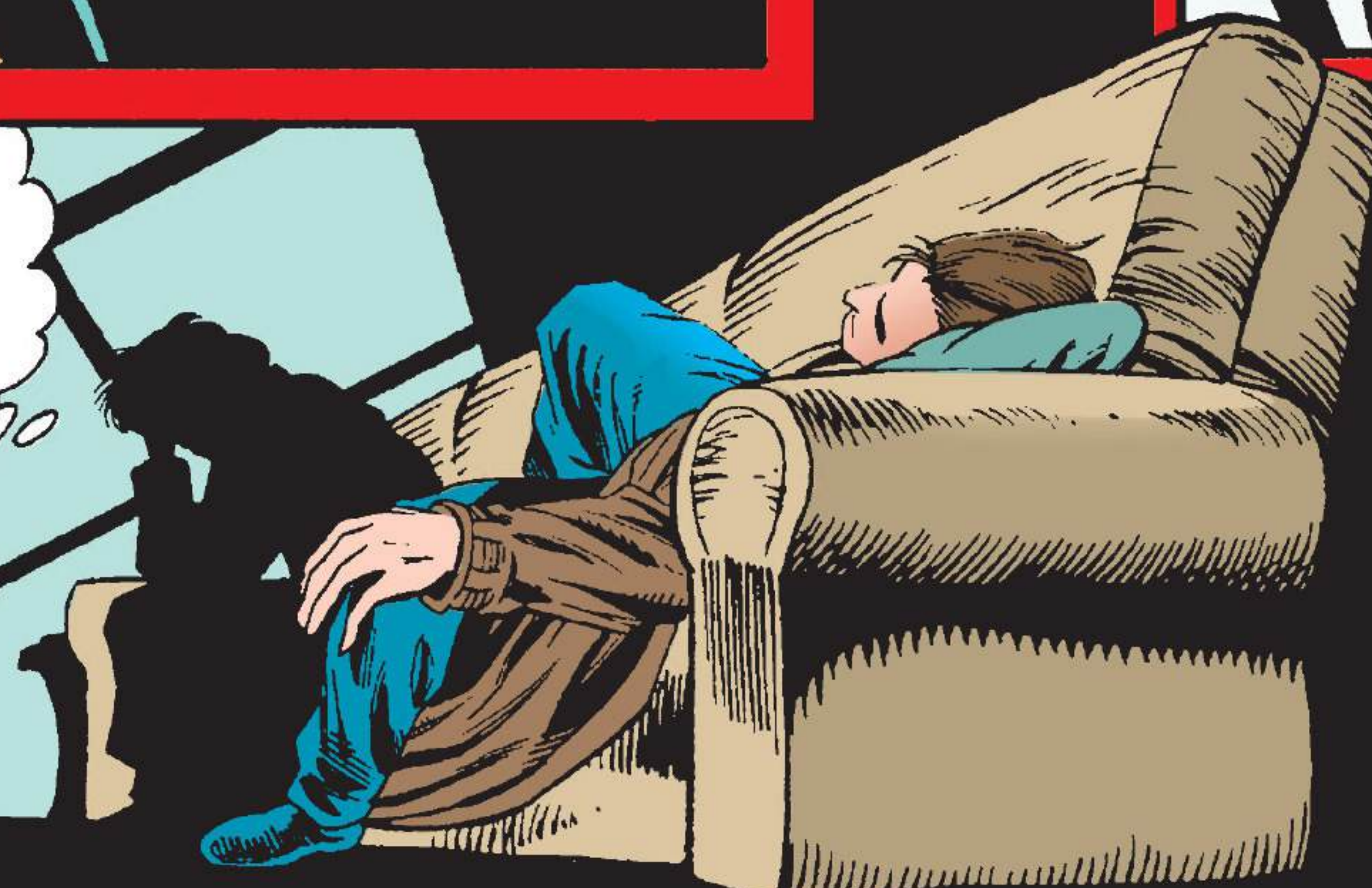
HE'LL BE LUCKY IF
IT DOESN'T BURST
HIS HEART OR
SOMETHING.

NOW WHAT? MY
DUTY SHOULD BE TO
TAKE HIM INTO CUSTODY..



... BUT NOW I KNOW
THAT JOE'S FEARS WERE
TRUE. STONE WANTS TO
STUDY THE *NANOTECH*
THAT'S INFECTED HIS BODY...
HE WANTS TO MAKE
JOE A HUMAN
GUINEA PIG!

OH, JOE...
WHAT SHOULD
I DO?



LESS THAN A MILE AWAY...

ONE WAY TO FIND OUT... NOW, REMEMBER, REILLY-- YOU'RE NOT THE SCARLET SPIDER... YOU'RE--

SPIDER-MAN!

GOOD TO SEE YOU AGAIN... UNDER BETTER CIRCUMSTANCES THIS TIME, I HOPE.*

UHH... OH, THAT. YEAH, I'M FINE NOW, THANKS.

BUT AREN'T YOU GUYS MISSING A CERTAIN BOUNCING BUNDLE OF ENERGY?

YOU MEAN SPAZBALL? HE WASN'T IN TOWN WHEN THE CALL CAME.

*The Warriors think they last saw Spider-Man in the "TIME BOMB" storyline! --TOM

OH, GOOD-- I MEAN, UH, I'M GLAD HE WASN'T HURT OR ANYTHING.

I HEARD ON THE, UH, RADIO THAT THAT SCARLET SPIDER CHARACTER WAS MAKING A MESSY-POO ON THE GWB, AND SO I FIGURED THE REST OF YOU WARRIORS MIGHT BE HERE, TOO--

WHEW-- WHAT A MESS!

LOOKS LIKE IT'S BEEN OVER FOR A WHILE NOW... THE WARRIORS ARE JUST HOLDING THE BRIDGE TOGETHER LONG ENOUGH FOR THE DAMAGE CONTROL WORKERS TO STABILIZE IT.

EVERYONE'S HERE EXCEPT SPEEDBALL... GEEZ, I HOPE HE'S OKAY! COULD TIMESLIP'S FUTURE-VISION OF HIS DEATH HAVE ALREADY COME TRUE--?*

* As seen and mentioned for the past eight issues or so... where've you been? --TOM

SCARLET'S NOT
A WARRIOR ANY-
MORE, SPIDER-
MAN.

ANYWAY, YOU'RE
TOO LATE TO HELP...
IF YOU HAD BEEN
HERE TEN MINUTES
AGO, WE MIGHT'VE
BEEN ABLE TO
KEEP HIM FROM
ESCAPING.

WE DON'T KNOW.
FIRESTAR BURNED IT
OFF OF SCARLET'S
SKIN, REVEALING A
METALLIC BODY
UNDERNEATH.

WE WERE JUST
ABOUT TO HEAD BACK
TO OUR HEADQUARTERS
TO ANALYZE THIS SAMPLE,
AND POSSIBLY USE IT TO
TRACK HIM DOWN
SOMEHOW--

OH.
SO... WHAT'S
THAT STUFF YOU'VE
GOT THERE?

WOULD
YOU LIKE TO
JOIN US?

ANGEL--
NOT AGAIN--!

WE COULD
SHARE INFORMATION...
POOL OUR
RESOURCES...

OKAY,
BUT I CAN'T
STAY THERE
LONG.

I'VE GOT
TO BE BACK
TO THE UPPER
WEST SIDE IN
AN HOUR
OR SO--

HOW DO YOU KNOW
OUR HEADQUARTERS
ISN'T ON THE UPPER
WEST SIDE?

ER...
GOOD
POINT.

WHERE
IS IT?

DOWNTOWN...

...IN ONE OF NEW YORK CITY'S MOST SPECTACULAR ENTRY POINTS...

OOOOKAY, NIELS, JUST TAAAAAKE IT EEEASY...

...NO MORE TRAIN, NO MORE KITTY CARRIER, EVERYTHING'S COOL NOW, SEE?

JUST A FEW THOUSAND BUSTLING NEW YORKERS, OKAY? NOTHING TO GET EXCITED ABOUT...

...NOTHING WORTH ACTIVATING YOUR KINETIC FIELD AND BLOWING BOTH OUR COVERS IN THE MIDDLE OF GRAND CENTRAL STATION, RIGHT?

THAAAAAT'S A GOOD BOY... NOW WE'LL JUST FIND A NICE QUIET SPOT SO I CAN CALL THE WARRIORS AND FIND OUT WHAT'S GOING ON--

HEY, ROBBIE! WHO'S YOUR FRIEND?

HUNH? OH, NOT YOU--!

GEE, THANKS.

I KNOW WE'RE NOT EXACTLY BEST BUDS, BUT YOU COULD AT LEAST MASTER THE ART OF SOCIAL LYING.

ANYWAY, SINCE YOU DIDN'T ANSWER YOUR COMM-BADGE SIGNAL, THE WARRIORS THOUGHT YOU MIGHT'VE STILL BEEN IN SPRINGDALE OR IN TRANSIT WHEN IT WENT OFF..

...SO I VOLUNTEERED TO MEET YOU HERE AND LET YOU KNOW THE EMERGENCY'S OVER. EVERYONE'S FINE.



IS THAT IT?

WELL, YEAH, I MEAN, WHAT WERE YOU--

NO PORTENTS OF IMMINENT DOOM, NO TERRIFYING "FUTURE-" VISIONS...

...NOT EVEN A VAGUE WARNING ABOUT A ONE-ARMED MAN?

DON'T LOOK NOW, BABE, BUT I THINK YOU'RE SLIPPIN'...



WHOA---!

OKAY, ROBBIE... YOU'VE GOT A POINT.

BESIDES THE ONE ON YOUR HEAD, THAT IS.

I KNOW I'VE NEVER HAD ANYTHING TO SAY TO YOU EXCEPT "YOU'RE GONNA DIE."

AND I'M SORRY THAT'S HOW WE MET. I'D LIKE TO THINK I COULD BE MORE TO YOU THAN "THAT CRAZY &@#% WITH THE SCARY DREAMS," YOU KNOW?



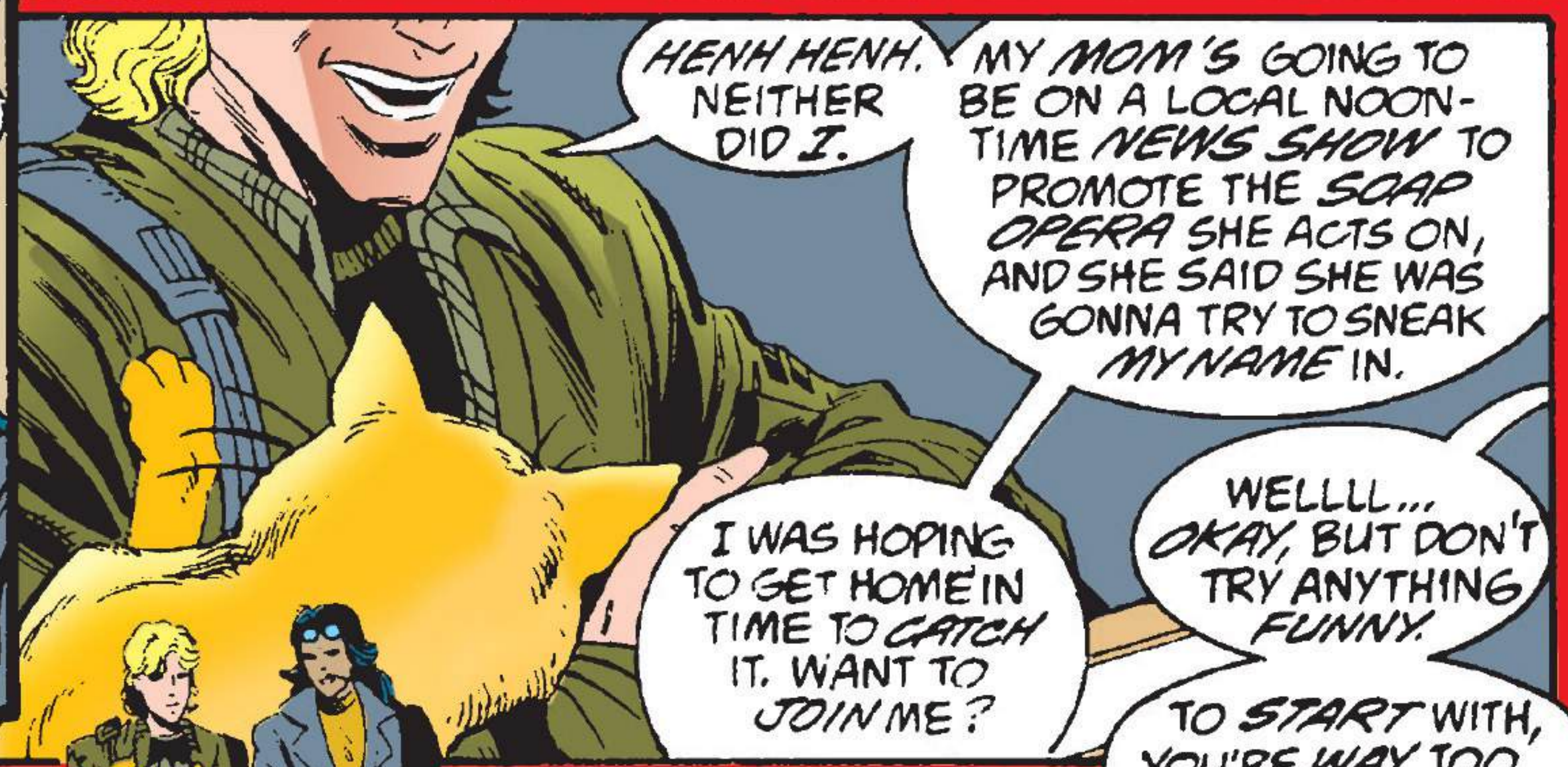
OKAY, RINA, I GUESS I OWE YOU THE CHANCE.

WANT TO COME BACK TO MY PLACE?



ROBBIE!

I DIDN'T MEAN--



HENH HENH. NEITHER DID I.

MY MOM'S GOING TO BE ON A LOCAL NOON-TIME NEWS SHOW TO PROMOTE THE SOAP OPERA SHE ACTS ON, AND SHE SAID SHE WAS GONNA TRY TO SNEAK MY NAME IN.

I WAS HOPING TO GET HOME IN TIME TO CATCH IT. WANT TO JOIN ME?

WELLLL... OKAY, BUT DON'T TRY ANYTHING FUNNY.

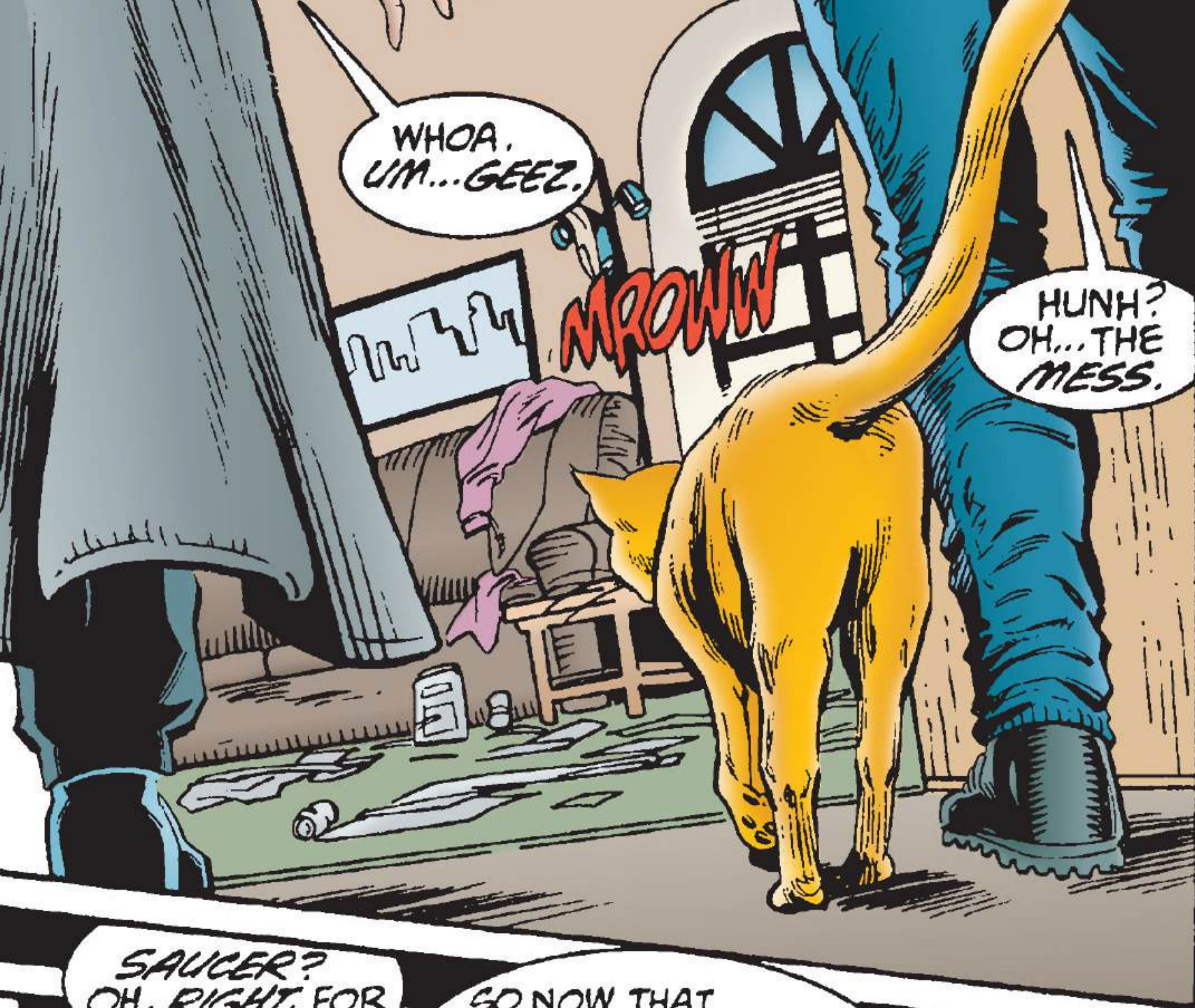
TO START WITH, YOU'RE WAY TOO YOUNG FOR ME.



"TOO YOUNG"? YOU WOUND ME, PRINCESS. I'M MORE EXPERIENCED THAN YOU PROB--

I'M SURE YOU ARE, STUD-MUFFIN. BUT I PROMISE YOU, NO MATTER HOW FAST YOUR "MOVES" MIGHT BE...

...I'LL BE FASTER.



WHOA.
UM... GEEZ.

MROWW

HUNH?
OH... THE
MESS.



YEAH, I GUESS MOM
AND I'VE BOTH HAD OTHER
THINGS ON OUR MINDS
BESIDES HOUSEWORK.

THIS PARTICULARLY LARGE
PILE OF CLOTHES IS THE COUCH,
BY THE WAY.

TURN ON THE
TUBE AND MAKE
YOURSELF AT HOME.
MY MOM'S SHOW IS
ON CHANNEL FIVE.

CAN I GET YOU
ANYTHING TO DRINK?

EEYEUUGH

GLASS OF
MILK WILL BE
FINE, AND A
SAUCER.



SAUCER?
OH, RIGHT, FOR
THE CAT.

SO NOW THAT
YOU'VE BEEN HANGING
AROUND THE WARRIORS
FOR A WHILE, WHAT DO YOU
THINK OF THE SECRET
LIVES OF SUPER
HEROES?

PRETTY
HAPPENIN',
HUH?

OH, IT'S "HAPPENIN'!"
ALL RIGHT. YOU MISSED
SEVERAL DRAMAS THIS
WEEKEND ALONE.

RICH AND CARLTON
WERE FIGHTING OVER HOW
TO INTERROGATE THAT
"CUT" GUY WE BROUGHT
BACK FROM THE CARIB-
BEAN, WHEN VANCE JUST
TOLD 'EM HE'D ALREADY
RELEASED THE GUY TO A
LOCAL HOSPITAL.

RICH DID NOT
LIKE THAT.

VANCE AND ANGEL
ARE STILL ARGUING OVER
THAT EVIL SCARLET
SPIDER GUY WHO'S
BEEN RUNNING
AROUND
LATELY...

AND THAT
HELIX DUDE
FINALLY SAID
HIS FIRST WORD
TOUS--"GRACIAS."

VANCE
OPENED THE DOOR
TO HIS CAGE, AND THE
BIG GUY JUST STAYED
IN THERE AND SAID,
"GRACIAS."

I DON'T KNOW IF I'M EVER
GONNA GET USED TO THIS SUPER
HERO THING...

-- CHANNEL FIVE LUNCHTIME,
WITH YOUR HOST, MARLA
PETERS...



PRETTY
HAPPENIN',
HUH?

OH, IT'S "HAPPENIN'!"
ALL RIGHT. YOU MISSED
SEVERAL DRAMAS THIS
WEEKEND ALONE.

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I DON'T KNOW IF I'M EVER
GONNA GET USED TO THIS SUPER
HERO THING...

-- CHANNEL FIVE LUNCHTIME,
WITH YOUR HOST, MARLA
PETERS...



OH,
BELIEVE ME,
THAT'S NOTHIN'
COMPARED
TO--

WHAT IN THE
HELL L L L L L L L L O!

MY SPEED
BUBBLES--THEY'RE
GOIN' NUTS
AGAIN!

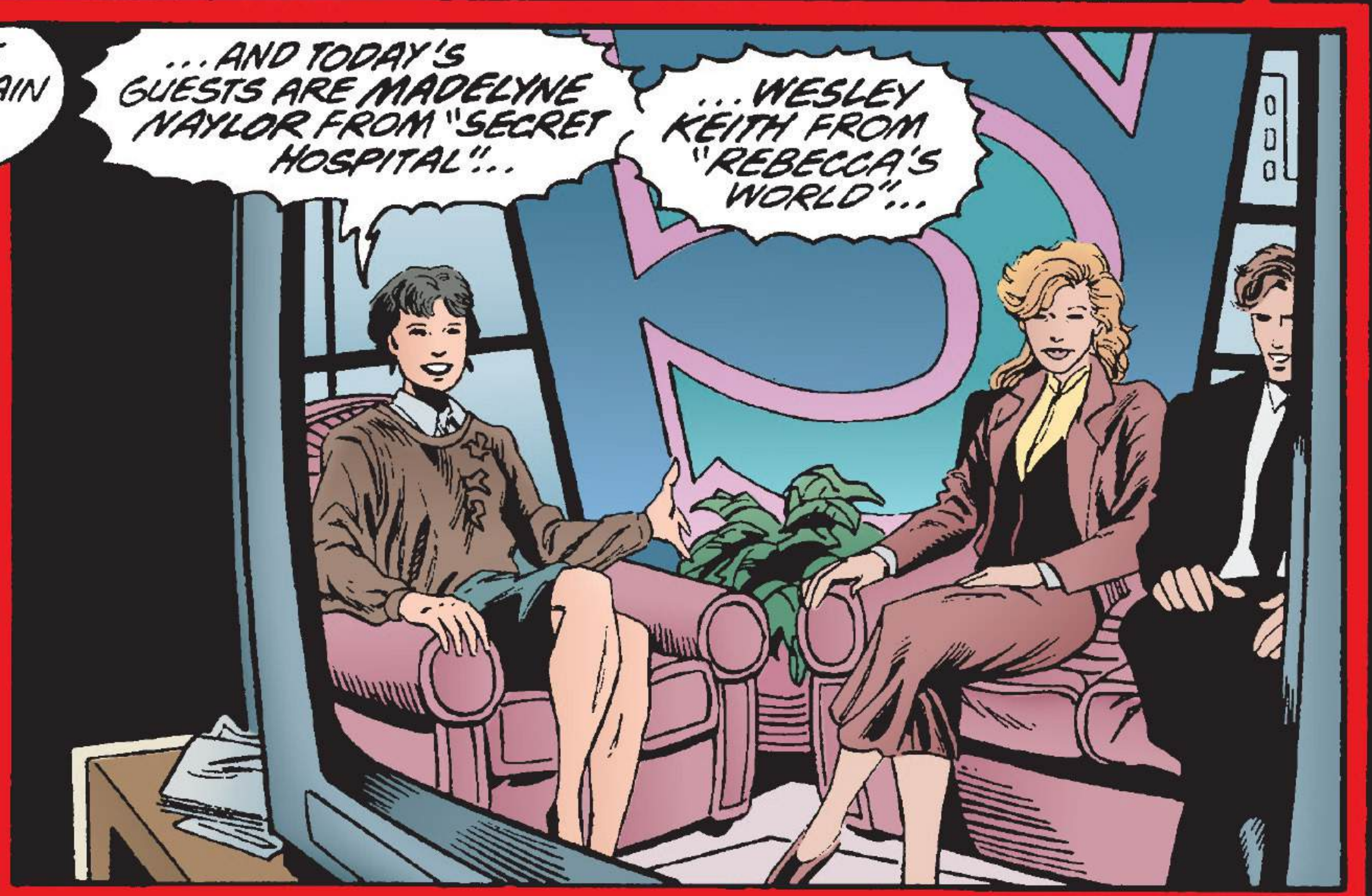
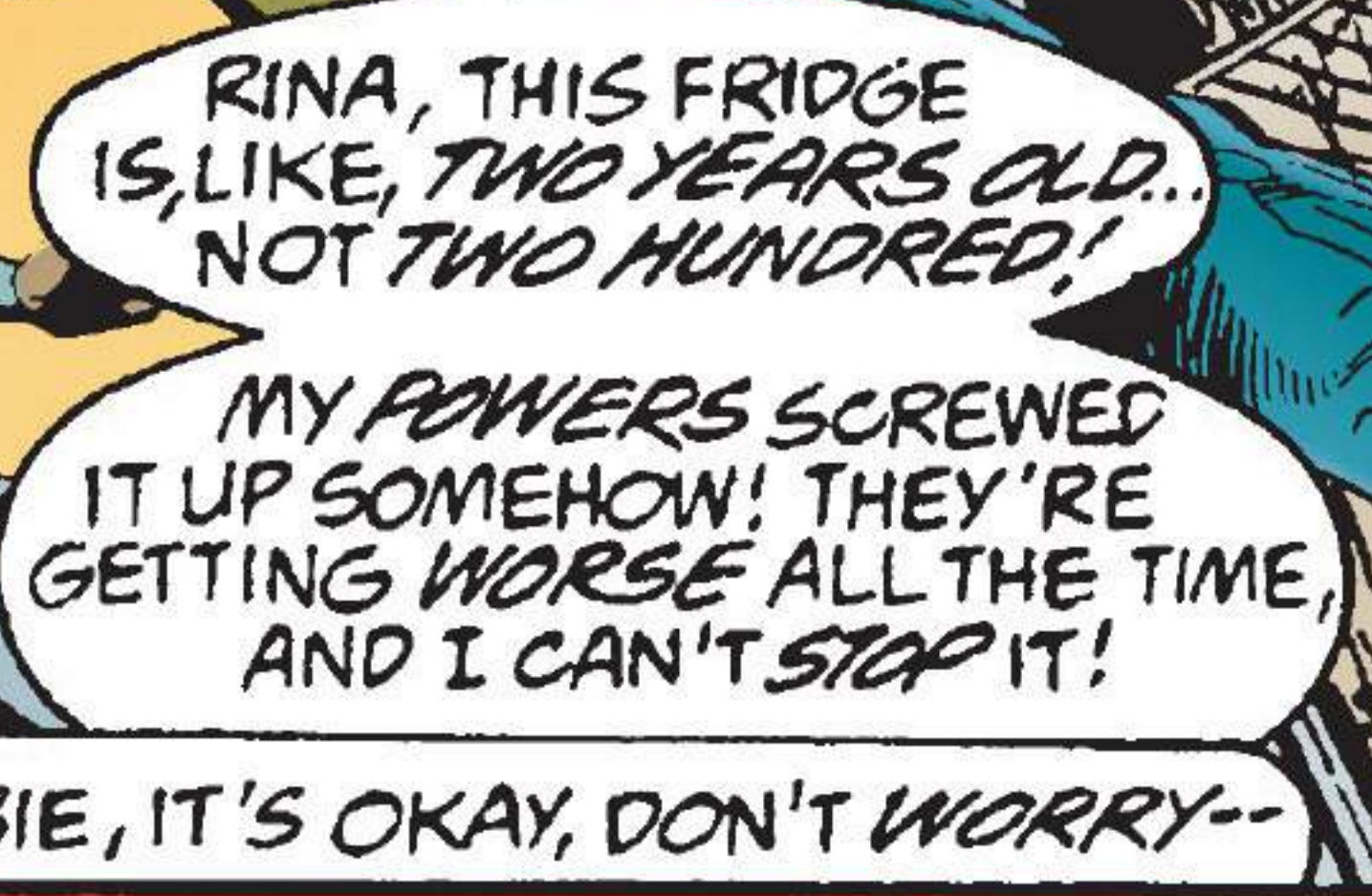
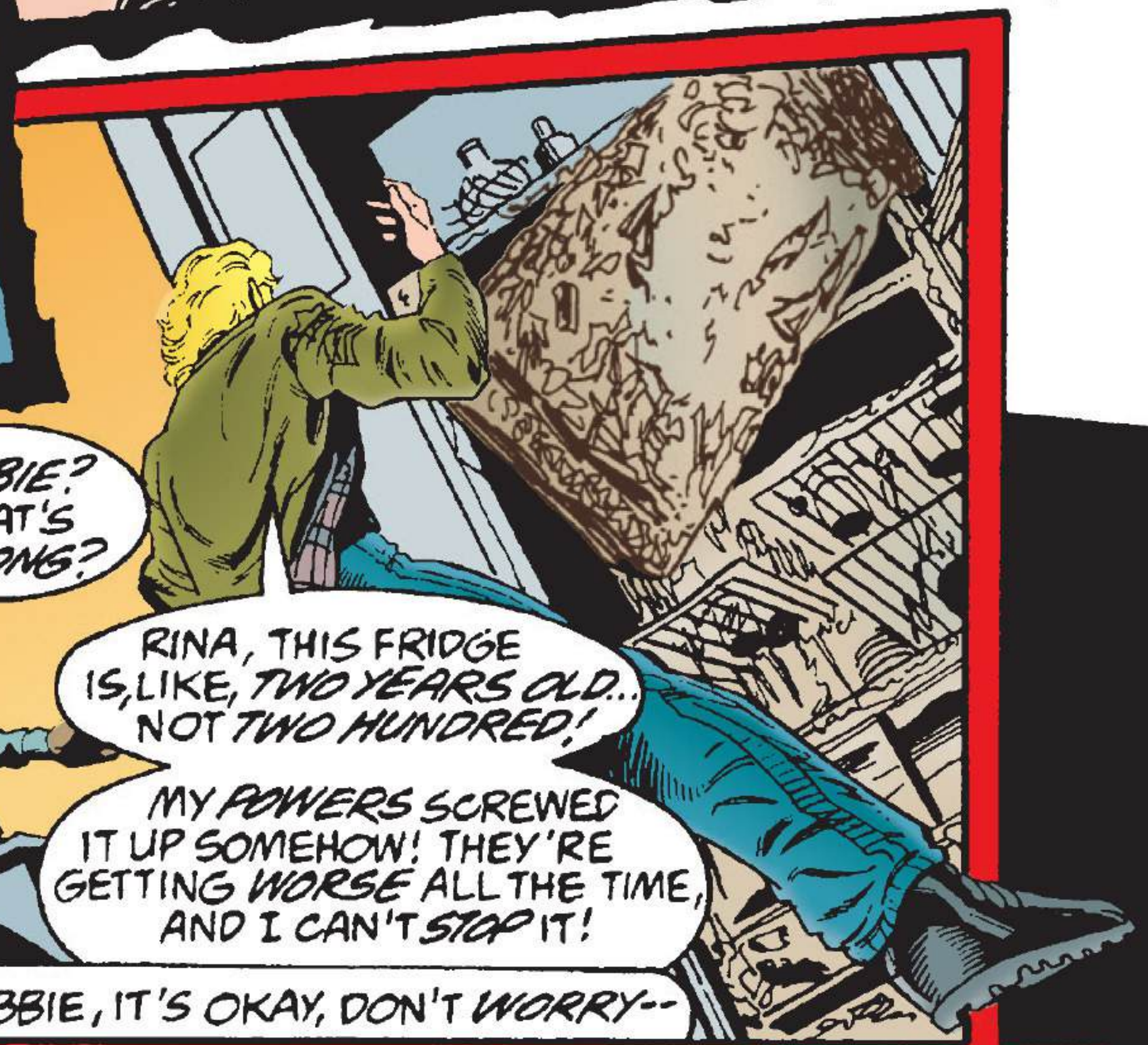
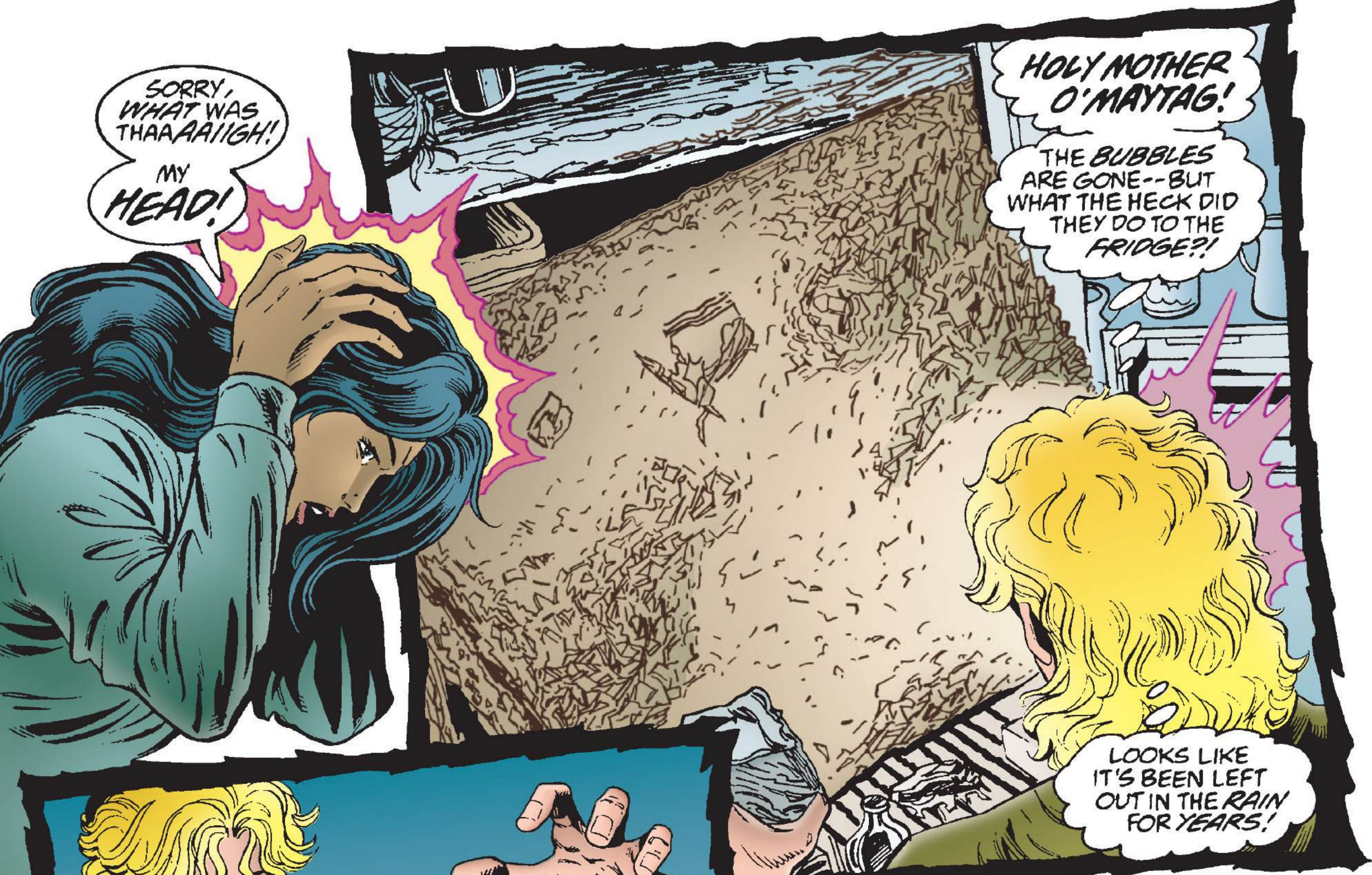
CAN'T GET 'EM
BACK UNDER
CONTROL!

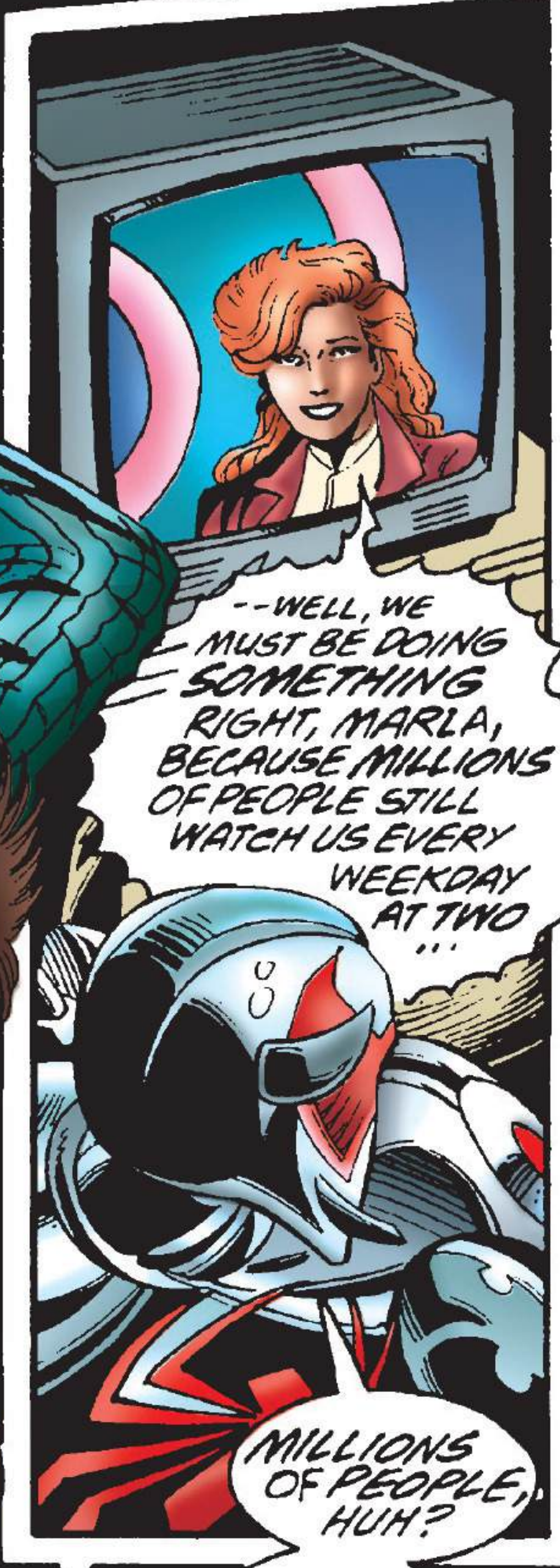
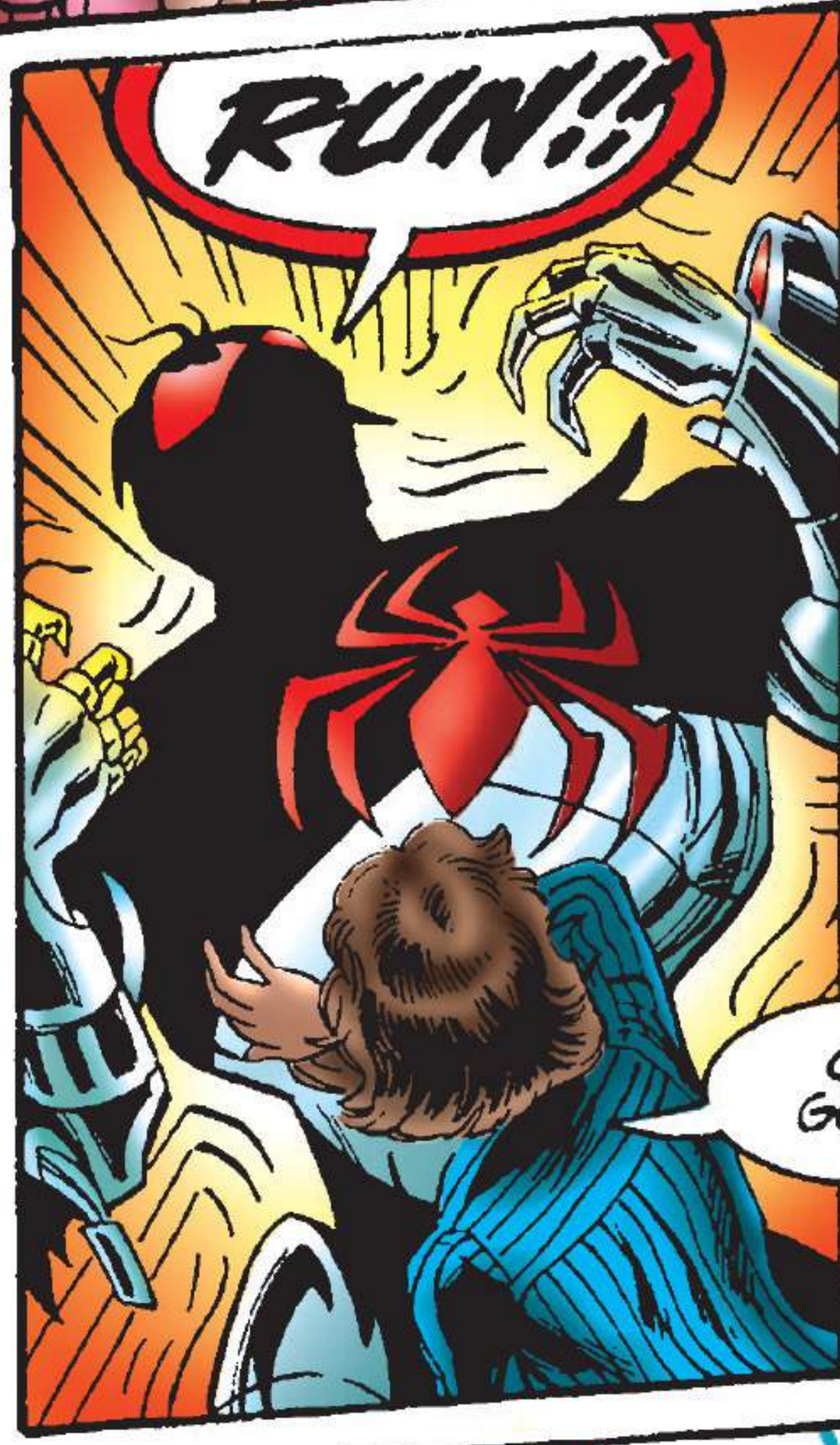
THEY'RE ON THE
MILK--!

HOLY COW--
FORGET THE MILK...
THEY'RE TAKIN'
OVER THE WHOLE
FRIDGE!

IT'S A
KINETIC
FEEDING
FRENZY!







TWENTY MINUTES LATER... THE GARAGE OF THE WARRIORS' EAST SIDE CRASH-PAD/HEADQUARTERS...

...THE NEW HOME TO THE SMARTSHIP FRIDAY!

(HEY, IT BEATS THE BOTTOM OF THE EAST RIVER...)

INTERESTING. A BIOELECTRONIC NANOTECH MESH... VERY ADVANCED FOR YOUR PLANET'S TECHNOLOGY LEVEL.

MY ANALYSIS INDICATES THAT UNDER THE RIGHT CIRCUMSTANCES, THESE MICROSCOPIC MACHINES ARE CAPABLE OF INFESTING A HUMAN BEING.

THE PROGRAMMING I'M DETECTING IS TWO-FOLD. THE FIRST DIRECTIVE SEEMS TO BE TO TEMPORARILY REPAIR DAMAGE TO THE HOST BODY'S DEGENERATING NERVOUS SYSTEM.

AND THE SECOND DIRECTIVE, ODDLY ENOUGH, IS TO RUIN THE REPUTATION OF THE SCARLET SPIDER. I KNOW THAT DOESN'T SEEM TO MAKE SENSE, BUT--

OH, YES IT DOES.

LET'S NOT WORRY ABOUT MAKING SENSE OF IT RIGHT NOW, FRIDAY.

HOW LONG WILL IT TAKE YOU TO SCAN THE METROPOLITAN AREA FOR TRACES OF SIMILAR MATERIAL?

FOR THE AREA YOU'VE REQUESTED, APPROXIMATELY TWO HOURS.

TWO HOURS?!

OH, MAN, I'M GONNA LOSE MY JOB FOR SURE...

HEY, MAYBE YOU GUYS COULD, UH, LOAN ME ONE OF THOSE COMM-BADGES AND CALL ME WHEN YOU'VE LOCATED THE SCARLET SPIDER.

"COMM-BADGES"? WHAT COMM-BADGES?

Y'KNOW, THESE COMM--

OH, UH... THESE ARE SOME KIND OF COMMUNICATIONS DEVICES, AREN'T THEY?

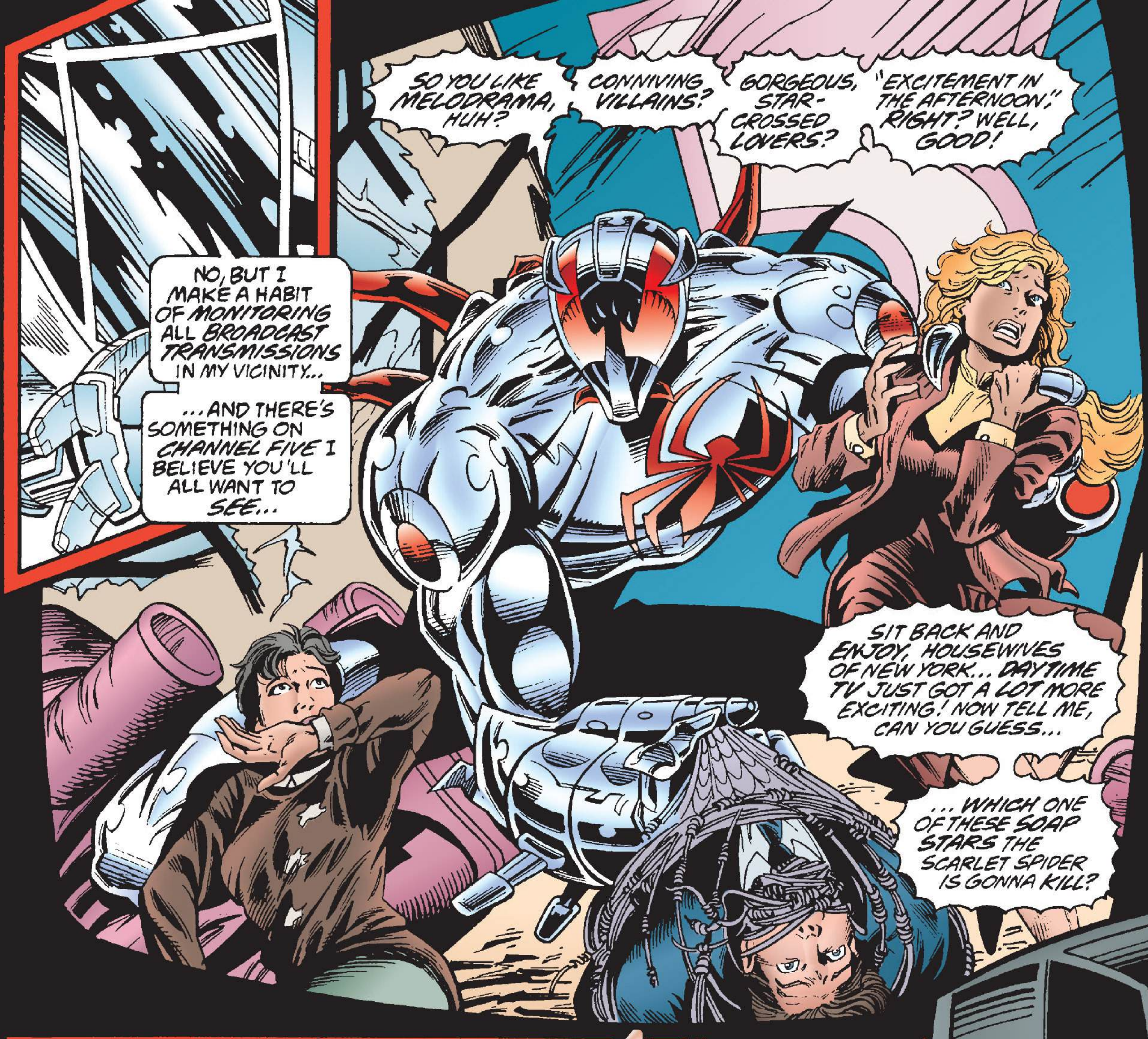
YES... VERY PERCEPTIVE OF YOU, SPIDER-MAN.

YOU SEEM TO KNOW A LOT ABOUT US, FOR SOMEONE WHO--

SORRY TO INTERRUPT, JUSTICE, BUT I BELIEVE I HAVE LOCATED YOUR "SCARLET SPIDER."

YUP. GOOD GUESS.

WOW, THAT WAS QUICK! DID YOU GET LUCKY AND INITIALLY PROBE IN THE RIGHT DIRECTION?



SO YOU LIKE
MELODRAMA,
HUH?

CONNIVING
VILLAINS?

GORGEOUS,
STAR-
CROSSED
LOVERS?

"EXCITEMENT IN
THE AFTERNOON,"
RIGHT? WELL,
GOOD!

NO, BUT I
MAKE A HABIT
OF MONITORING
ALL BROADCAST
TRANSMISSIONS
IN MY VICINITY...

...AND THERE'S
SOMETHING ON
CHANNEL FIVE I
BELIEVE YOU'LL
ALL WANT TO
SEE...

SIT BACK AND
ENJOY, HOUSEWIVES
OF NEW YORK... DAYTIME
TV JUST GOT A LOT MORE
EXCITING! NOW TELL ME,
CAN YOU GUESS...

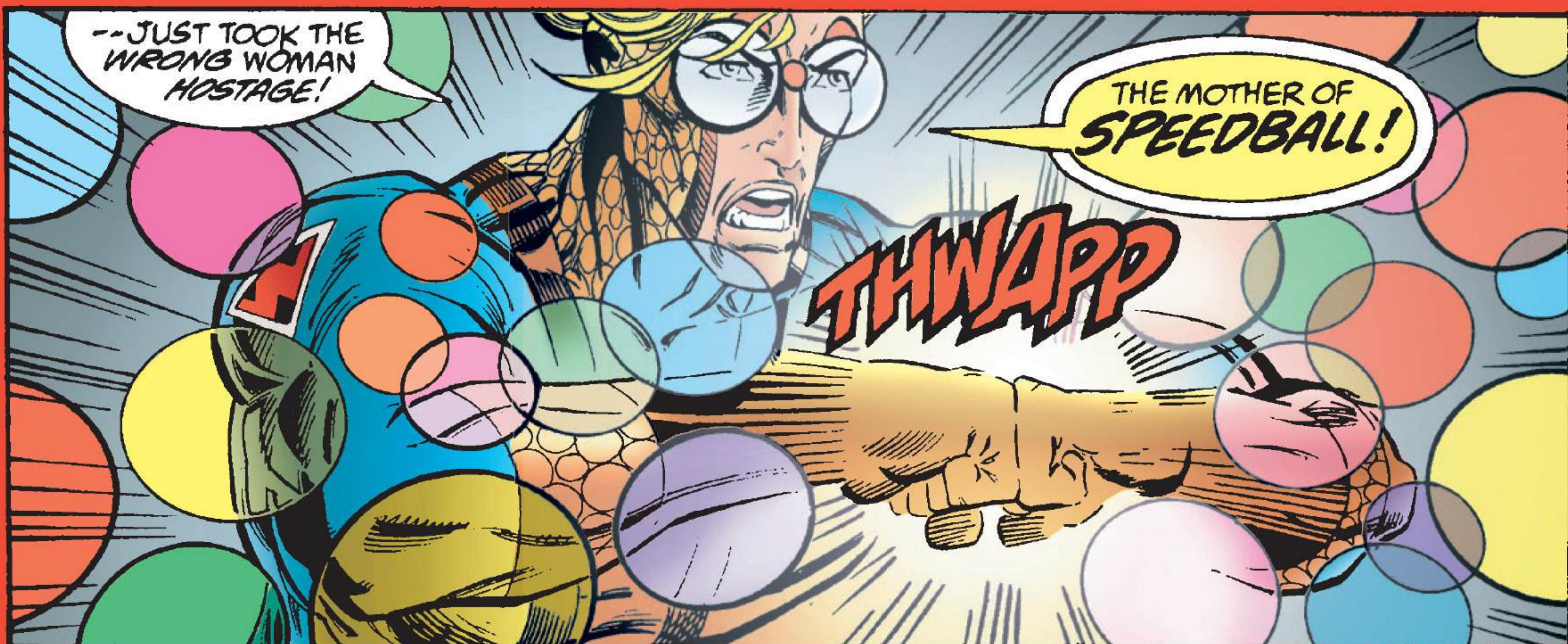
... WHICH ONE
OF THESE SOAP
STARS THE
SCARLET SPIDER
IS GONNA KILL?



OH MY
GOD!

HOLY
\$#!%--
MOM!

THAT
SCARLET SPIDER
DILLWEED--



--JUST TOOK THE
WRONG WOMAN
HOSTAGE!

THE MOTHER OF
SPEEDBALL!

THWAPP



NO, ROBBIE!

HUNH?!

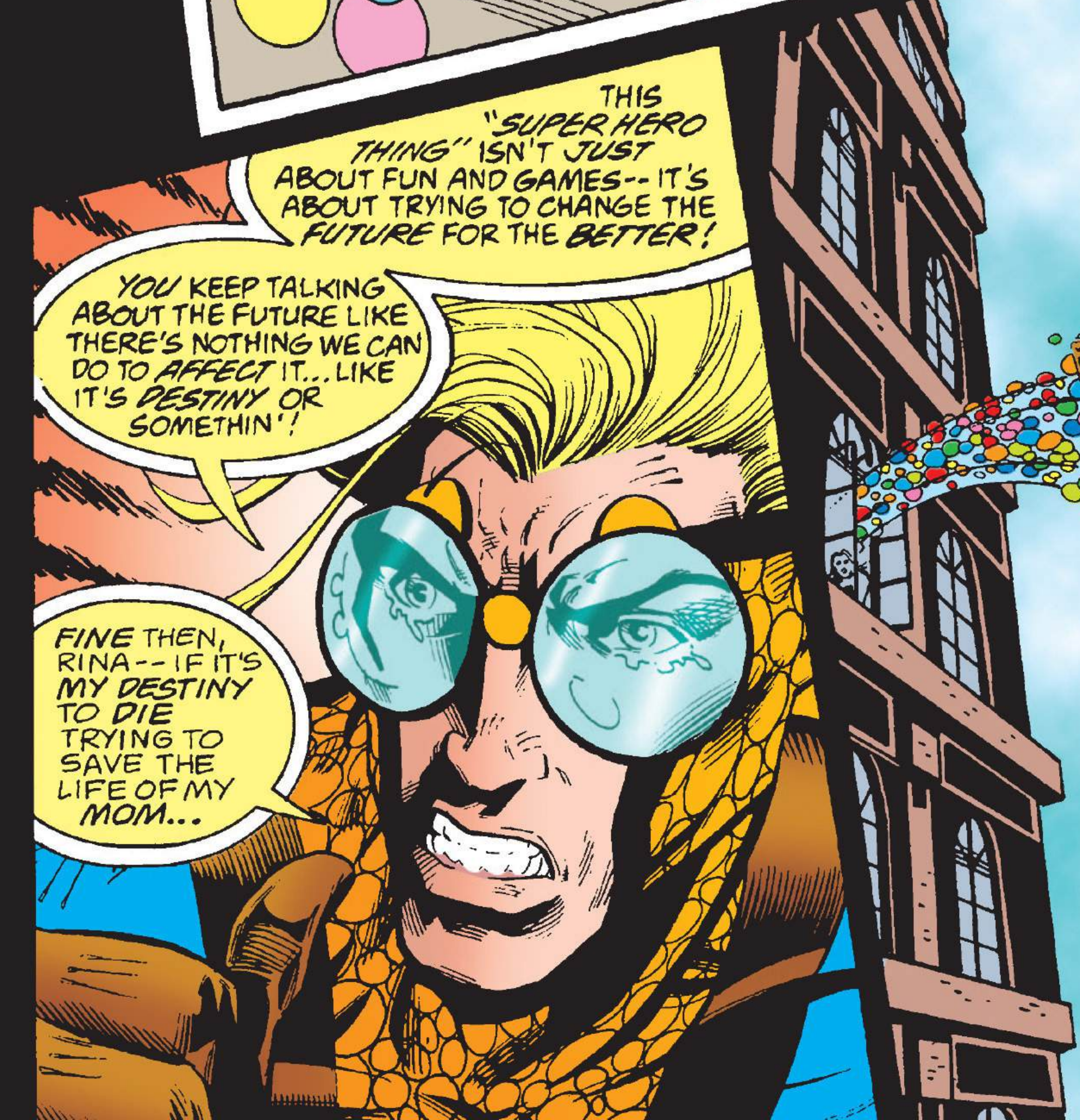
I HAVE THIS HORRIBLE FEELING THAT THIS COULD BE WHAT LEADS TO MY FUTURE-VISION... OF YOUR DEATH!

DON'T GO--



WHUNNH!

YOU STILL DON'T GET IT, DO YA, "TIME-SLIP"?



THIS "SUPER HERO THING" ISN'T JUST ABOUT FUN AND GAMES-- IT'S ABOUT TRYING TO CHANGE THE FUTURE FOR THE BETTER!

YOU KEEP TALKING ABOUT THE FUTURE LIKE THERE'S NOTHING WE CAN DO TO AFFECT IT... LIKE IT'S DESTINY OR SOMETHIN'!

FINE THEN, RINA-- IF IT'S MY DESTINY TO DIE TRYING TO SAVE THE LIFE OF MY MOM...

... THEN I GUESS THAT'S THE WAY IT'S GONNA BE!



CONCLUDED IN WEB OF SCARLET SPIDER #41

THEN... IN NEW WARRIORS #68 ... IT BEGINS! THE MOST DREADED EPIC IN WARRIORS HISTORY...

FUTURE SHOCK

YOU (and the Warriors) HAVE BEEN WARNED!

TOM BREVOORT
EDITOR

NEW OPINIONS

GLENN GREENBERG
ASSISTANT EDITOR

ATTENTION CORRESPONDENTS: TO BE CONSIDERED FOR PUBLICATION, ALL LETTERS TO "NEW OPINIONS" MUST INCLUDE YOUR NAME AND ADDRESS, ALTHOUGH WE WILL WITHHOLD THAT INFORMATION BY REQUEST. WRITE TO: NEW OPINIONS, C/O MARVEL COMICS, 387 PARK AVENUE SOUTH, NEW YORK, NY 10016.

Hey Guys,

Re: NEW WARRIORS #62.

The web is finally tightened! Welcome to the Spider-verse! The story flowed nicely from MAXIMUM CLONAGE, and Scarlet's appearance here made sense. Now that we're tied to Spider-Man, maybe we could see a Spidey, Firestar and Iceman team-up, for nostalgia's sake?

Helix is an interesting character, but he looks rather goofy. Let's explore this, but no joining the team! Seventeen past and present members are too much!

Good to see Nita. She was notably silent, though. What have they done to her?! I liked the work with Rina/Timeslip. Keep things building!

Let's keep the fantastic coloring!! It looks great! And Zircher's art is getting better and better all the time!

Please don't drop the triangle motif! The new logo is terrible!

You said you wouldn't compromise the book, and you haven't. Just don't forget the little details that us long-timers liked!

Keep it up! I still love this book!

Mike O'Sullivan
5398 King Road
Loomis, CA 95650

We still love it too, Mike, and we're glad you agree that we haven't compromised the book in order to fit into the Spider-Man Group. Keep reading!

Dear New Opinions,

I was really disgusted when I heard that the Scarlet Spider would be joining the New Warriors. Why not the Avengers? Even so, I bought NEW WARRIORS #62 and man, I was hooked! I couldn't turn the pages fast enough! The artwork was beautiful, the story top-notch. What more could you want from a comic book? I have now started collecting back issues. This title is one of the best around. Well done.

Before I go, I would like to ask comic fans to get in touch, as I would like to hear their reply.

Martin Howden
352 Lee Crescent North
Bridge of Don
Aberdeen Ab22 8JR
Scotland

So we won you over, ay, Martin? Best of luck tracking down those back issues. We guarantee you, they're worth the effort!

Dear New Opinions,

I am writing about what happened in NEW WARRIORS #62. The Scarlet Spider has joined our favorite band of young heroes.

Now, don't get me wrong, I don't dislike the Scarlet Spider. In fact, I have more Spider-Man comics than I do any other. It's just that he's not a *new* Warrior. He's not even all that young as heroes go. He's got to be at least

thirty, even with Marvel's strange and convoluted time progression. He's been around longer than the X-Men! Nova just turned twenty-one, and he was the oldest of the bunch!

I understand that NEW WARRIORS have been having some trouble selling, but to put in the Scarlet Spider in order to make it a Spider-Man title... it's just wrong. If I want to read something in the Spider-Man Group, I'll buy one of the regular Spidey titles. If I want to read about people my own age, with problems I sometimes run into, I pick up NEW WARRIORS. They are growing up in a world that is hostile to them. They are still learning to use their powers, still adapting, still struggling. Ben Reilly (or Peter Parker or whomever) is an old hand who knows his abilities. He does not face the same problems as these kids do. He is not one of them. He's not even that much of a team player. Can I see him as an Avenger? Sure. A member of the Fantastic Four? No problem. But putting him in the New Warriors makes as much sense as putting him in the X-Men. And while I'm sure that you will find some people who will disagree with me, everyone I have talked to who knows anything about the Marvel Universe agrees with my feelings.

The Scarlet Spider does not belong in this group, plain and simple. It was a bad idea.

Aaron Jacobs
213 Sandy Pond Road
Lincoln, MA 01773
ajacobs@mail.trincoll.edu

As you yourself mentioned, Aaron, there are people who disagree with you on the matter of the Scarlet Spider being a member of the New Warriors. In fact, the response has been overwhelmingly positive thus far, if the mail is any indication. However, we understand your concerns, and your opinions are certainly valid.

One last thing: where did you get the idea that Ben Reilly is thirty years old? Peter Parker is only about twenty-five years old, and since he's a clone of Ben, they'd have to be the same age. Heck, Ben still gets carded from time to time!

And now, dear readers, we'll have to cut short our letters page to make room for the Statement of Ownership. So be back with us next month for the first chapter of "Future Shock," a storyline that will change the Warriors forever!

NEXT ISSUE:

Rina's visions become horrifyingly true! Tragedy strikes the Warriors like never before! The Guardians of the Galaxy guest-star! And a major new storyline gets underway that will change the team forever! Prepare yourselves for "Future Shock" part one, by Evan Skolnick, Patrick Zircher, Andrew Pepoy and the rest of the gang in NEW WARRIORS #68, on sale in thirty!

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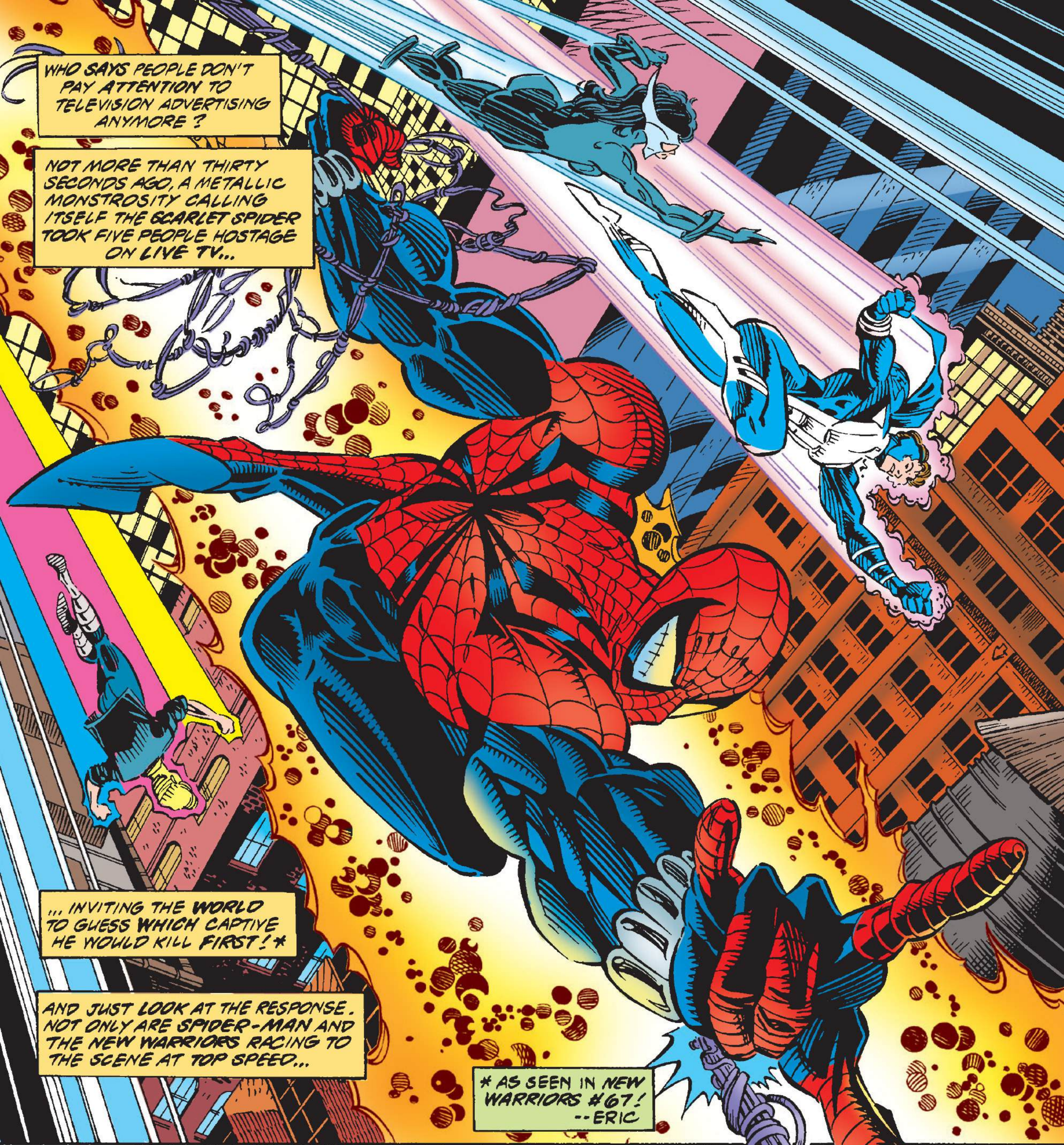
NIGHTMARE IN SCARLET!

3 of 3

WEB OF SPIDER

LAST
ISSUE!

PARIS T.
KAROUNOS
+
RE '95
J. BLIGH



WHO SAYS PEOPLE DON'T
PAY ATTENTION TO
TELEVISION ADVERTISING
ANYMORE?

NOT MORE THAN THIRTY
SECONDS AGO, A METALLIC
MONSTROSITY CALLING
ITSELF THE SCARLET SPIDER
TOOK FIVE PEOPLE HOSTAGE
ON LIVE TV...

... INVITING THE WORLD
TO GUESS WHICH CAPTIVE
HE WOULD KILL FIRST! *

AND JUST LOOK AT THE RESPONSE.
NOT ONLY ARE SPIDER-MAN AND
THE NEW WARRIORS RACING TO
THE SCENE AT TOP SPEED...

* AS SEEN IN NEW
WARRIORS #67!
--ERIC



... BUT SPEEDBALL, WHOSE MOTHER IS
AMONG THOSE HELD HOSTAGE, HAS
ALREADY REACHED THE CHAOTIC TV
STUDIO BUILDING IN NEW YORK CITY'S
WALL STREET FINANCIAL DISTRICT!

NOW THAT'S
EFFECTIVE
ADVERTISING.

BUT, AS EVEN VIEWERS
WHO COMPULSIVELY
USE THE "MUTE" SWITCH
CAN PROBABLY TELL...



...THE SCARLET SPIDER
ISN'T PARTICULARLY
WORRIED!

Stan Lee
PRESENTS:

NIGHTMARE IN SCARLET

PART 3

RED REIGN

THAT'S
RIGHT, NEW YORK...
ONE OF THESE FINE
FOLKS IS GOING TO
BITE IT, RIGHT
BEFORE YOUR EYES,
COURTESY OF THE
SCARLET SPIDER!

BUT IF THOSE
CAMERAS GO DARK,
THEN REST ASSURED...
EVERYONE IN THIS
ROOM IS GONNA
DIE!

HEE
HEEHHEE
HEEHHEE!

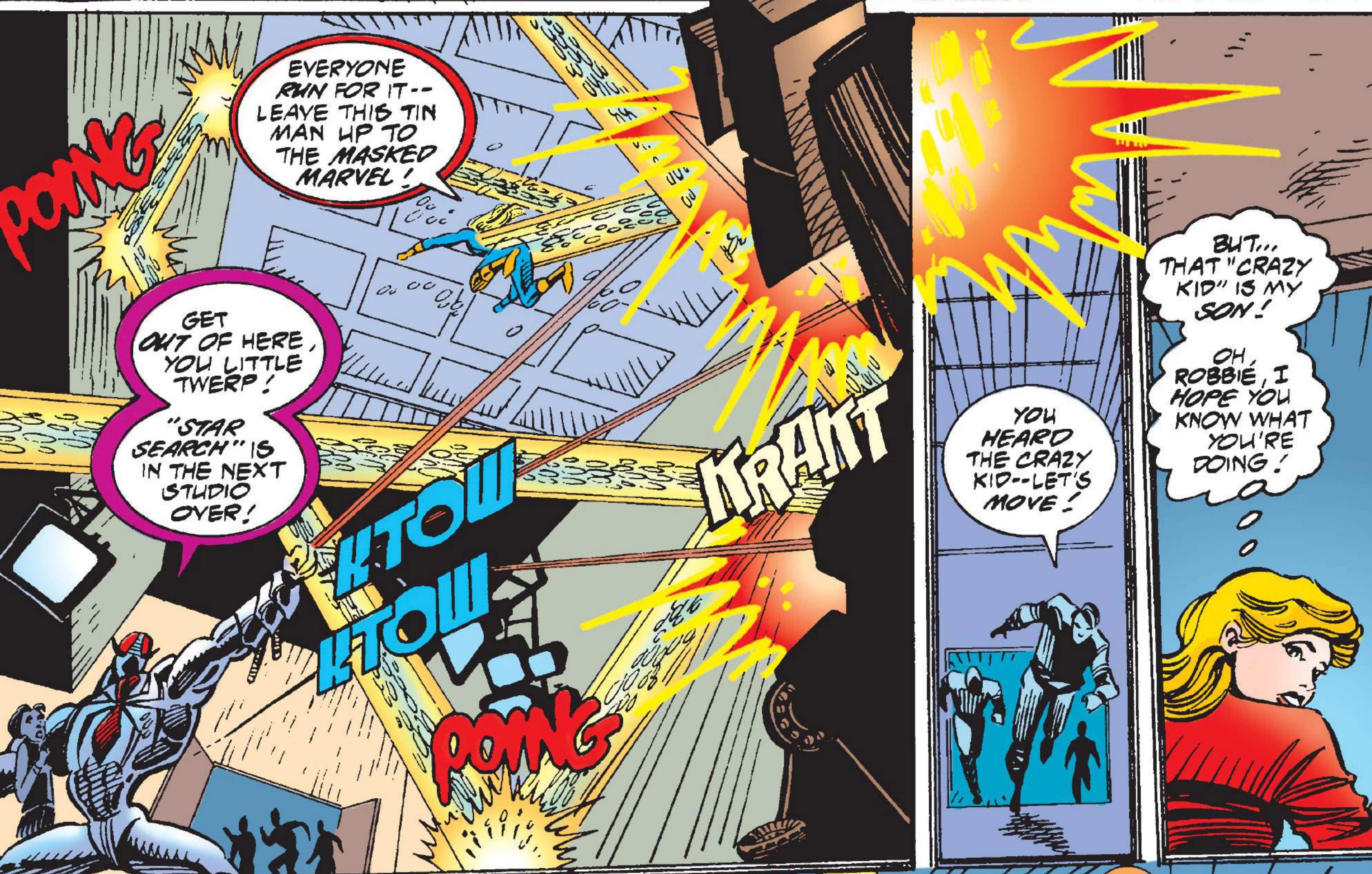
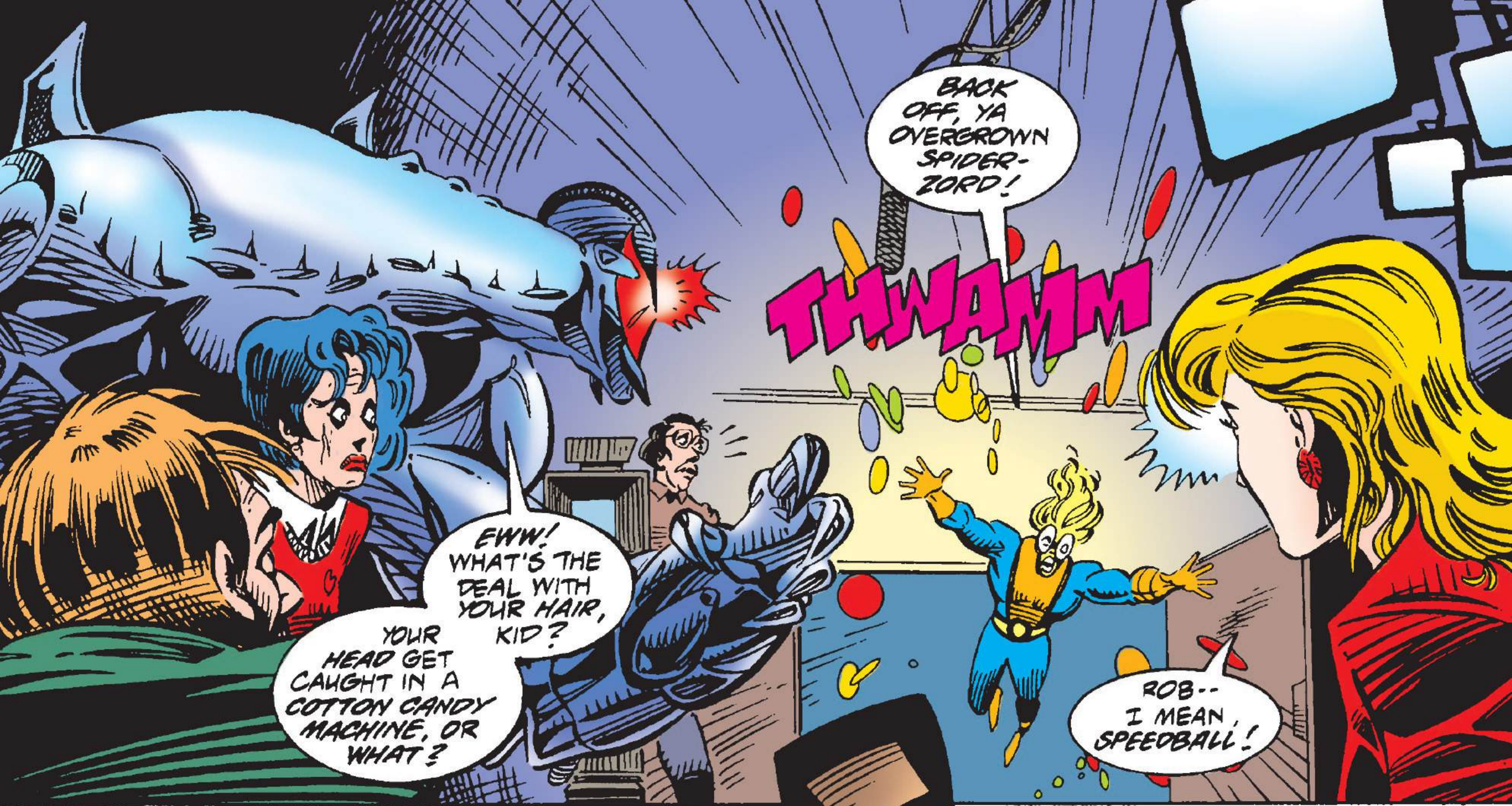
HE SLICES
HE DICES, HE'S
SELF-
CLEANING...

WELL,
FOR THE MOST
PART,
ANYWAY...

...NOW
HOW MUCH
WOULD
YOU PAY?

EVAN SKOLNICK
STORY
PARIS KAROUNOS
PENCILS
RANDY EMBERLIN
INKS
STEVE DUTRO
LETTERS
TOM SMITH
COLORS
MALIBU
SEPARATIONS
ERIC FEIN
EDITS
BOB BUDIANSKY
CHIEF

ON AIR



MIDTOWN... THE
FBI'S NEW YORK
OFFICES...

LET'S
MOVE!

THIS HOSTAGE
SITUATION HAS
SOMETHING TO DO
WITH OUR AGENT
JOE WADE'S
DISAPPEARANCE...
I'M SURE OF IT!

I WANT
EVERY
AVAILABLE
AGENT DOWN
THERE,
PRONTO!

WILL
DO, MR.
STONE.

FEDERAL
EMPLOYEES
ONLY
PERMIT

WE'RE
TAKING THAT
SCARLET SPIDER
CHARACTER IN--
AND I WANT
HIM ALIVE!

WAIT,
MORRISON--
DON'T CALL BRIGGS
IN. SHE'S TOO...
CLOSE TO ALL
OF THIS.

COOKAY...

NOW
LET'S
ROLL!

SCREEEE

WEE OEE

ELSEWHERE...

COME ON, BRIGGS...
MOVE IT!

THIS MAY BE THE LAST CHANCE YOU'RE GOING TO GET TO SAVE WHAT'S LEFT OF YOUR PARTNER.

HAVE TO GET IT CLEAR IN MY HEAD FIRST...
PLAY IT ALL BACK.

JOE WADE WAS ASSIGNED UNDERCOVER DUTY WITHIN DOCTOR OCTOPUS'S CRIMINAL ORGANIZATION...

...BUT HE WAS DISCOVERED AND FORCED BY DOC OCK TO RUN THE HOLOGRAPHICALLY PROJECTED VERSION OF THE SCARLET SPIDER, AS OCK WORKED TO RUIN THE REPUTATION OF THE REAL SCARLET SPIDER!

WHEN DOC OCK'S HEADQUARTERS BLEW UP, JOE WENT MISSING AND WE THOUGHT HE WAS PROBABLY DEAD.

BUT NOW I KNOW... THE EXPLOSION SOMEHOW FUSED JOE TO THE VIRTUAL REALITY SETUP AND INFECTED HIM WITH A PAINFUL, DEGENERATIVE NERVE DISEASE...

...AND IT ALSO INFECTED HIM WITH NANOTECH BITS WHICH STAVE OFF HIS NERVE DISEASE, BUT AT THE COST OF TURNING HIM INTO THE NEW, EVIL SCARLET SPIDER!

HONK

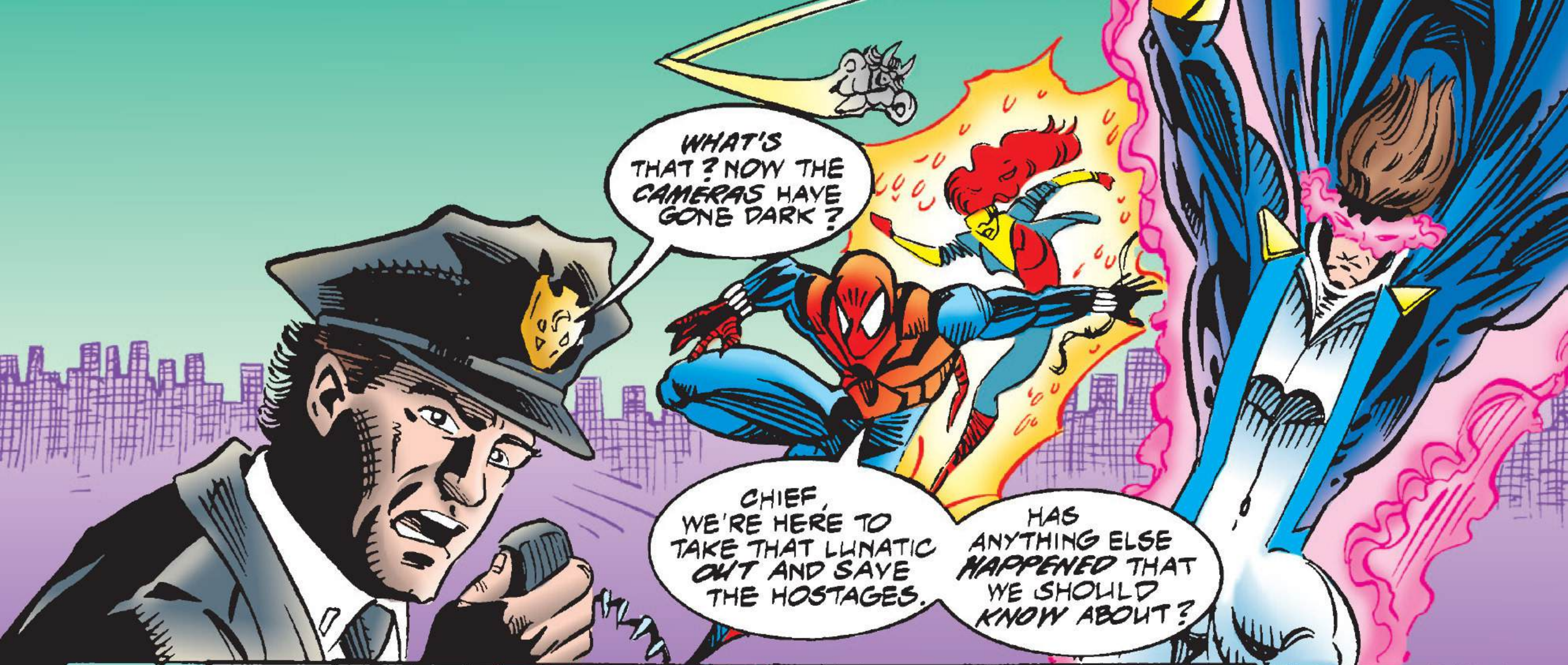
SCREEEE

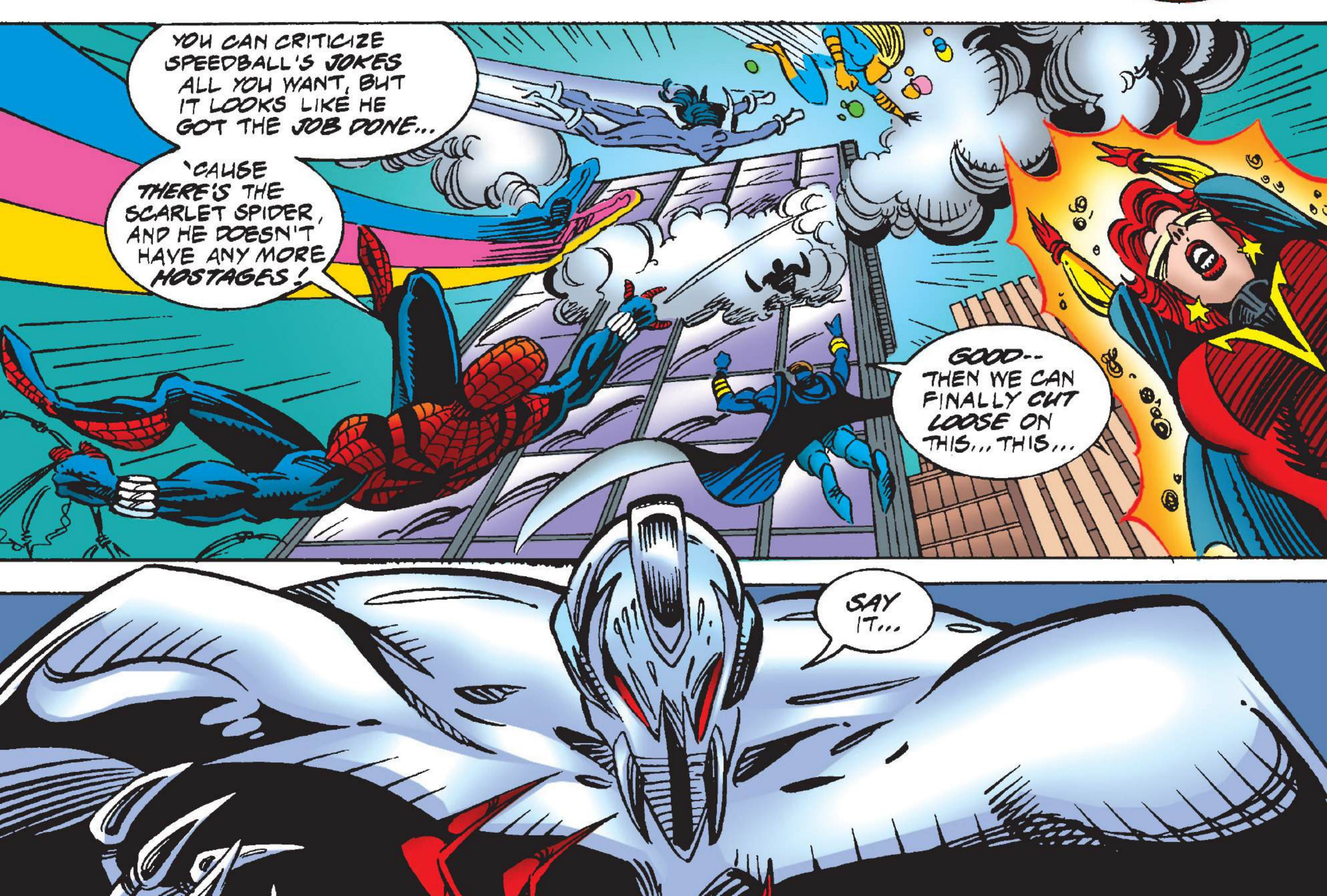
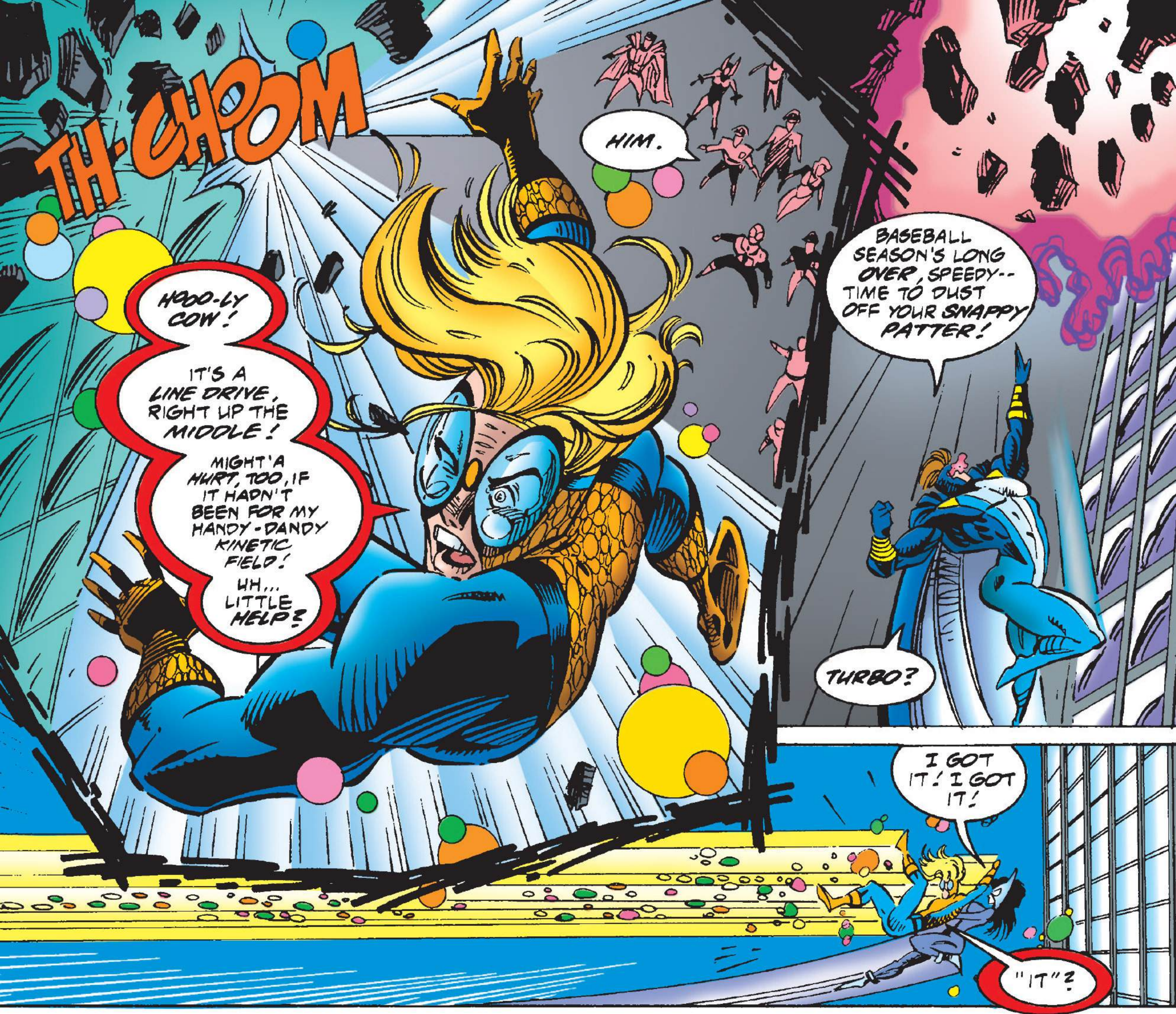
I'VE GOT TO TRY TO REACH JOE SOMEHOW... HELP HIM DEFEAT THE SCARLET SPIDER INFECTION BEFORE IT MAKES HIM DO SOMETHING TRULY HORRIBLE...

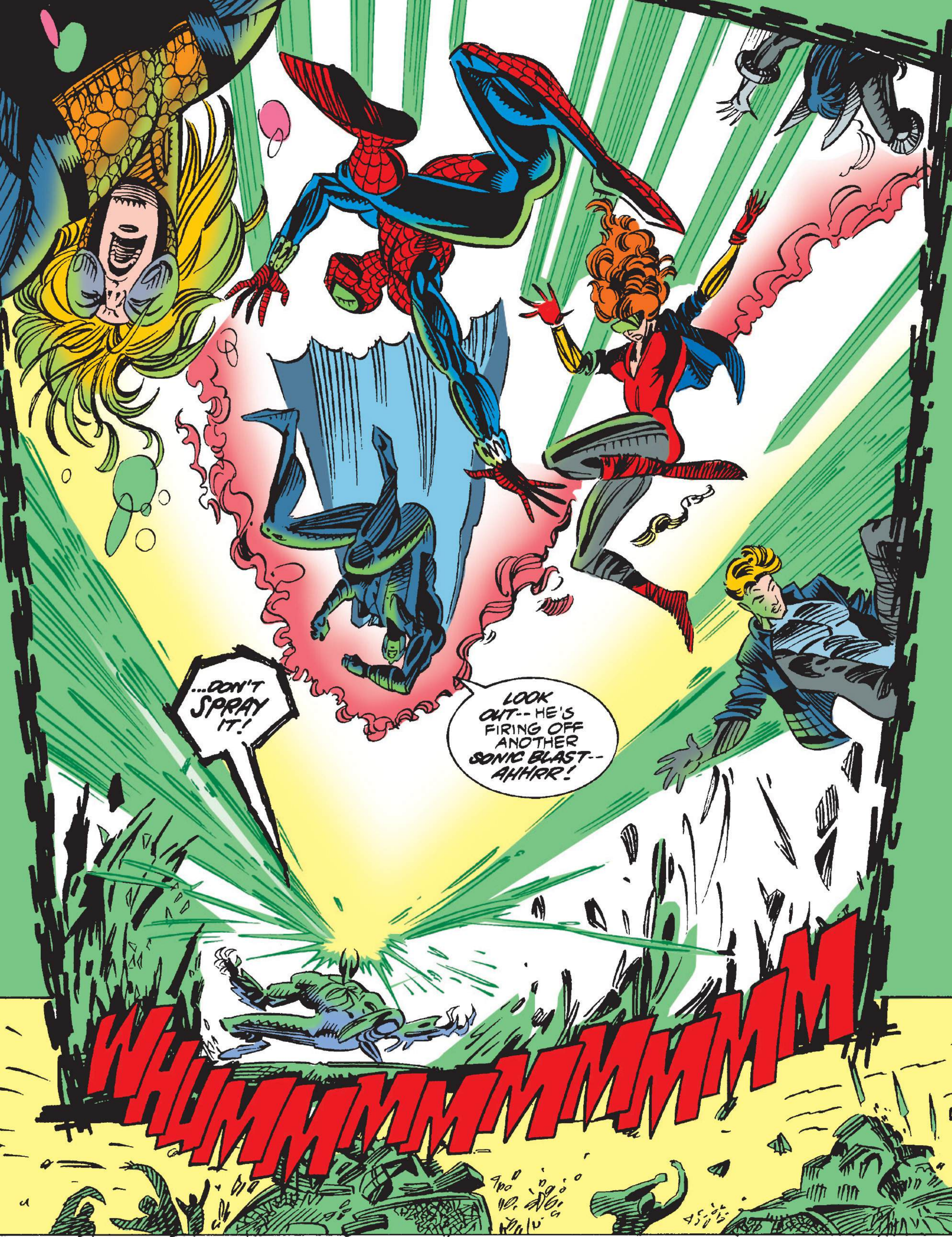
...AND BEFORE NELSON STONE GETS HIS SLIMY HANDS ON JOE AND TURNS HIM INTO AN FBI LAB RAT!

WEE OEE

RRRT







OOOH,
JUST LOOK
THE TIME!

I'M
RUNNING LATE
FOR MY
FACIAL!

SORRY TO
LEAVE YOU HOME
ALONE, KIDS, BUT
I'VE REALLY GOT
TO--

--FLY?

THAP

WHAT'S
THIS? AN
UNINVITED
PASSENGER?

WE
DON'T TAKE
KINDLY TO
STOWAWAYS
ON THIS
AIRLINE,
BUDDY!

NAH?
HOW ABOUT
HIJACKERS,
THEN?

'CAUSE
I'M TAKING
THIS "PLANE"
DOWN!

I'VE
GOT THE
FALLING
DEBRIS!
NOW...

POWERHOUSE--
DEGRAVITIZE THE
BUILDING
BEFORE IT
COLLAPSES!

FIRESTAR,
SPEEDY--SEE
TO THE SAFETY
OF EVERYONE
INSIDE!

THRBO--



"--THE HELICOPTER!"

COULDN'T
HURT,
MICKEY...

...I'M
PUSHING MY
GEE POWER TO
THE MAX, BUT
I DON'T KNOW IF
EVERYONE
INSIDE IS
SAFE!

SAFE
AND
SOUND,
YANCE!

ALEX--?
NEED
ANY
HELP?

WHILE, SEVERAL
BLOCKS AWAY...

I'M
COMING, JOE--
IF I CAN JUST GET
TO YOU BEFORE YOU
GET YOURSELF KILLED...
OR WORSE... END UP
KILLING SOMEONE...

"...LIKE SPIDER-MAN!"

COME
A LITTLE
CLOSER,
BIG BOY...

...WE
NEVER
CUDDLE
ANYMORE!



DON'T
KNOW WHO YOU
ARE OR HOW
THIS HAPPENED,
BUT I SWEAR...

...THIS
NIGHTMARE
ENDS HERE
AND NOW!

HEY,
IT'S YOUR
OWN
FAULT...

...IF YOU
DIDN'T EAT
SO LATE, YOU
WOULDN'T BE
HAVING
NIGHTMARES!

HEE
HEEHEE
HEEHEE
HEE!

YEAH,
LAUGH IT
UP, TEFLON
BOY...

...YOU'RE
ABOUT TO PAY
FOR COPYING MY
OLD COSTUME...
STEALING MY
FORMER NAME...
AND WRECKING
MY REPUTATION!

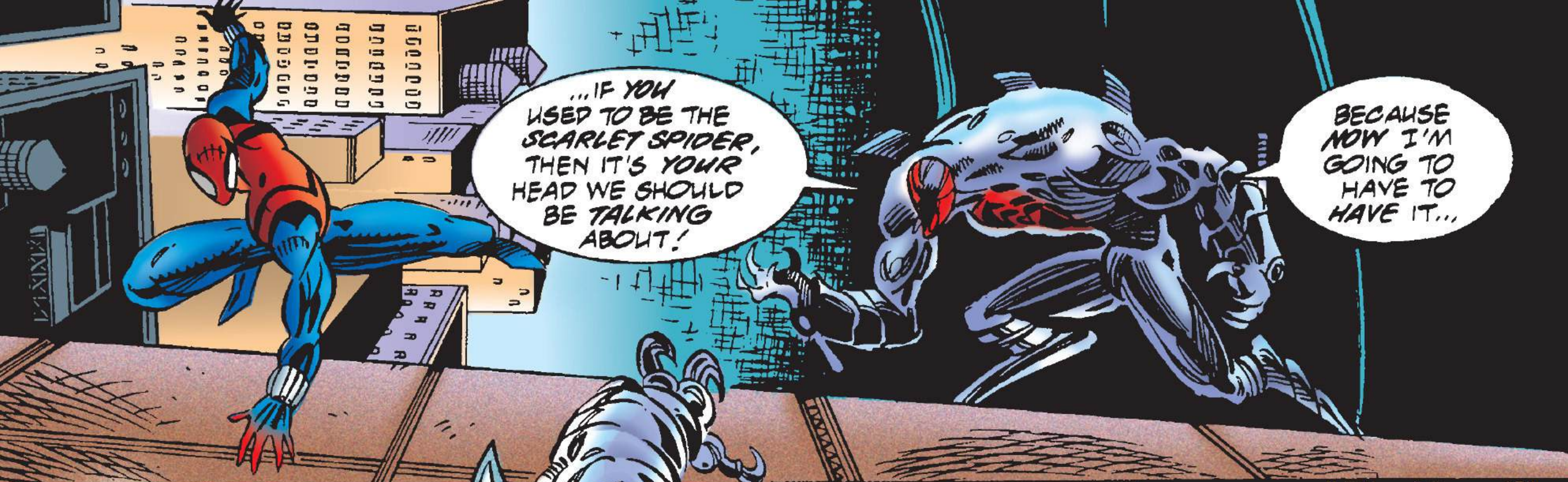
WHAT
WAS
THAT ?!

WHOA--
YOUR
HEAD!

YOW!

DWEEE

NEVER
MIND MY
HEAD...



...IF YOU USED TO BE THE SCARLET SPIDER, THEN IT'S YOUR HEAD WE SHOULD BE TALKING ABOUT!

BECAUSE NOW I'M GOING TO HAVE TO HAVE IT...

...ON A SILVER PLATTER!

HMM... THAT WASN'T THE REACTION I WAS HOPING FOR.

WAIT--HIS EYES STARTING TO SPARK AGAIN-- PREPARING TO UNLEASH SOME KIND OF--

TWUP

TWUP



--LIGHT BURST!

SPIDER-SENSE WARNED ME IN TIME, BUT THE FLASH BURNED RIGHT THROUGH MY EYELIDS!

I'M... BLIND!

S'MATTER, "SPIDEY"? CAN'T STAND BEING IN THE LIMELIGHT?

HUNNY!

THWAK!

YOU
WANNA BE A
BIG STAR, MAN,
YOU'D BETTER
GET USED TO THE
PAPARAZZI!

AND THOSE
PHOTOGS JUST
LOVE THEIR
FLASHBULBS,
DON'T THEY?

FALLING--
CAN'T SEE TO
FIRE A
WEBLINE!

UNLESS
THOSE SCREECHING
BRAKES I HEAR
BELONG TO A
BIG HAY
TRUCK--

-- I'M ABOUT
TO BECOME THE
AMAZING
SPIDER-PIZZA!

OH, MY
GOD, I'M
TOO LATE!

JOE
JUST
KILLED--

RRRRRT!



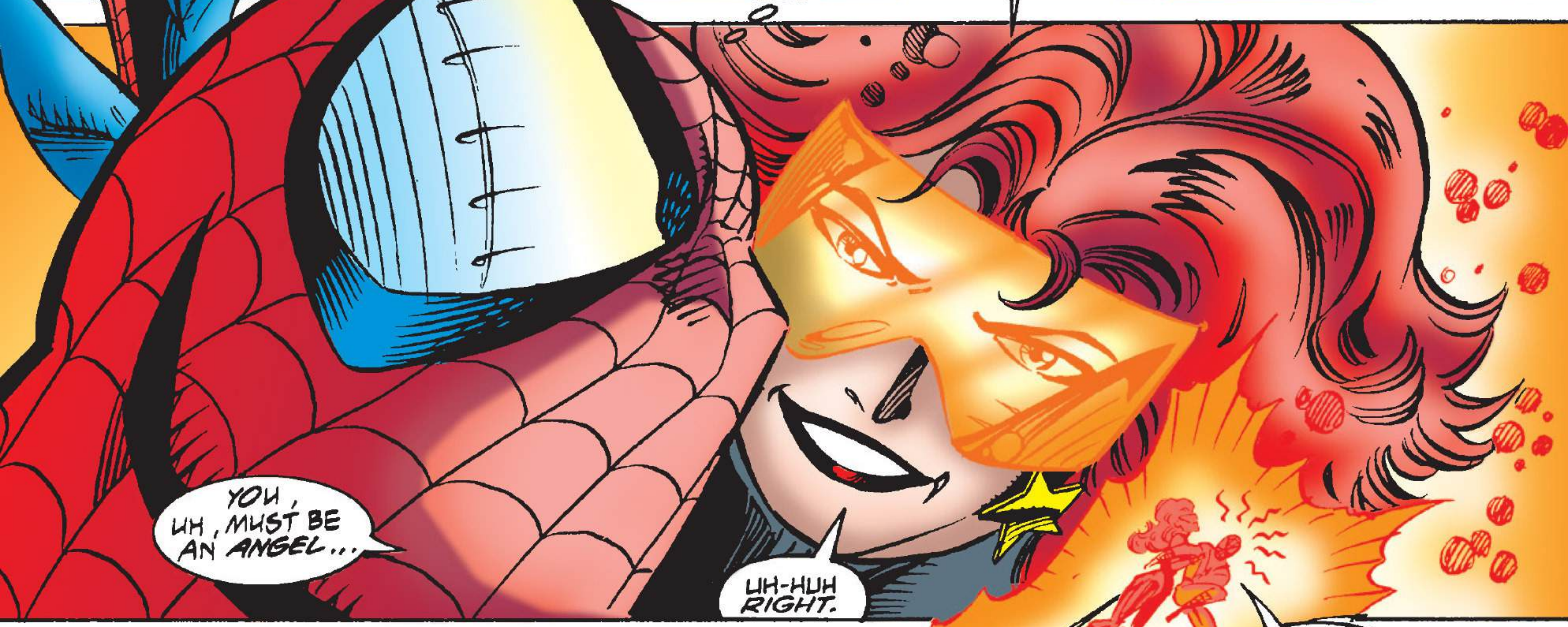
SPIDER-MAN?!

I THOUGHT YOU HAD THIS WHOLE "WEB-SLINGING" THING DOWN TO A SCIENCE! ISN'T IT LIKE RIDING A BIKE?

ANGEL... THANK GOD...

"ANGEL"?

AW, NO! I DID IT AGAIN!



YOU, UH, MUST BE AN ANGEL...

UH-HUH RIGHT.



AND AFTER I BUY THAT LINE...

... TELL ME AGAIN ABOUT THAT GREAT DEAL YOU'VE GOT ON THE BROOKLYN BRIDGE--

FIRESTAR, LOOK OUT!
I CAN'T SEE, BUT THERE'S DANGER--



MIND
IF I
CUT IN?

HEE
HEEHEE
HEEHEE
HEE!

WHUNH!

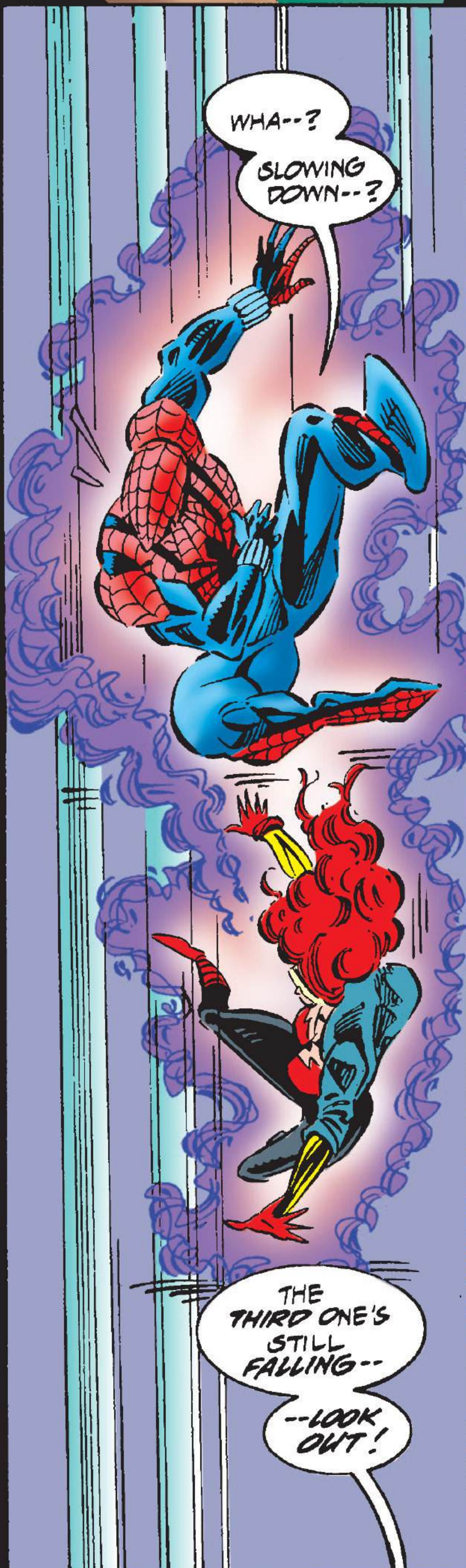
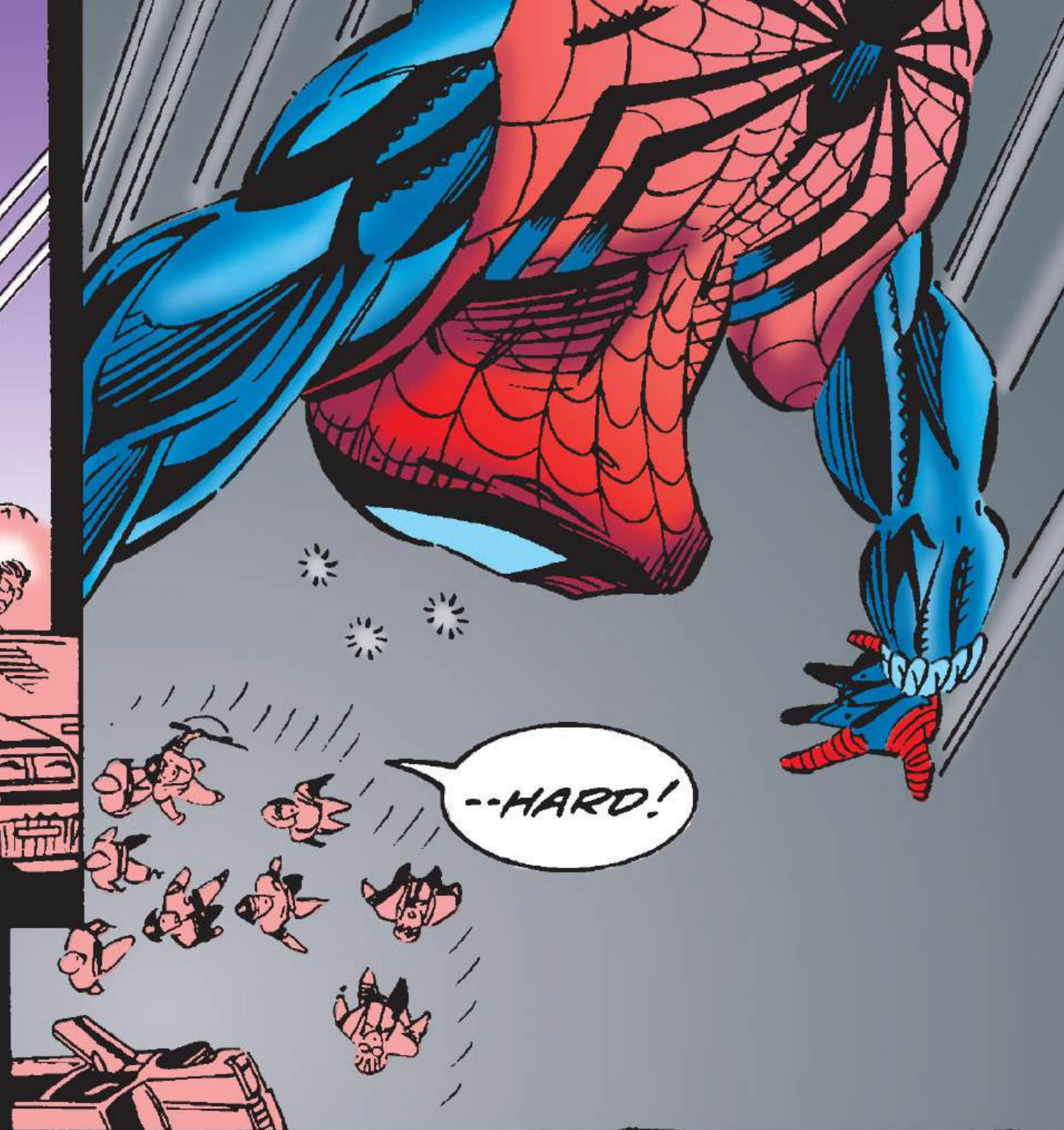
ARRGK!



FIRESTAR--
ARE YOU
ALL RIGHT?

FIRESTAR!

Wnnnnh...







JOE'S A
BRAVE MAN,
SPIDER-MAN.

HE'S A GOOD
MAN... AND HE'S
STRONGER
THAN HE
THINKS.

ONLY...
ONLY WHEN
I FORGET TO
USE
DEODORANT...



JOE,
LOOK AT ME! I'M
BLEEDING...
AGENT TORREZ
OVER THERE
ISN'T
MOVING!

YOU
HURT US,
JOE!

DOESN'T
THAT MEAN
ANYTHING
TO YOU
ANYMORE?

LADY,
IF HE CUTS
LOOSE WITH
THAT SONIC
BLAST...

THEN
YOU'LL KILL
THE ONLY FRIEND
YOU'VE GOT
LEFT.

NO PAIN
IN THE WORLD CAN
BE WORSE THAN THAT,
JOE. NOT EVEN THE
PAIN THAT TURNS YOU
INTO THE SCARLET
SPIDER.

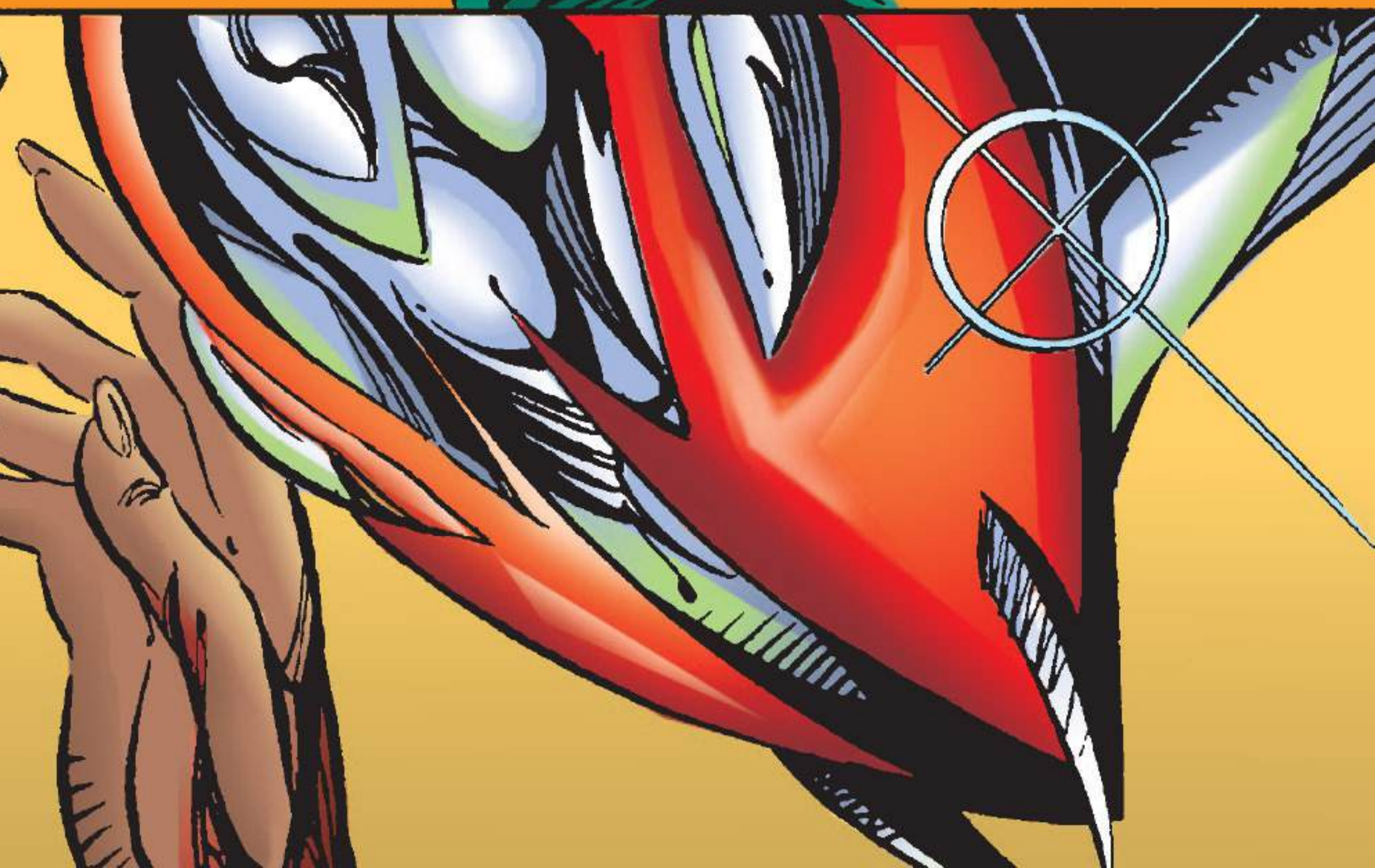


YOU'VE
GOT TO FACE
THE PAIN, JOE...
BEFORE IT
MAKES YOU HURT
ANYONE
ELSE.

PLEASE.



I PROMISE
I'LL BE THERE
TO FACE IT
WITH YOU.





HUNNH
HUNNH
HUNNH
HARGK

AHUNNH
AHUNNH
HURGGK

HNNH
ARRGH

DID IT,
STEPH--
BUT--
--IT
HURTS!

HUNNH
HUNNH
HUNNH

IT
HURTSSS

I
KNOW.



MY GOD,
VINCE--YOU
EVER SEEN
ANYTHING LIKE
THAT?

NO, UM--
LET'S SEE--I
SAY WE JUST GET
HIM TO SINAI
AND LET THE
DOCS FIGURE
IT OUT--



THAT
WON'T BE
NECESSARY,
PEOPLE. THIS
IS OFFICIAL
FBI BUSINESS.

OUR ROGUE
AGENT IS UNDER
CONTROL, NOW...
WELL DONE, AGENT
BRIGGS.

WE'LL
TAKE IT
FROM
HERE.



WAIT
A MINUTE--
THAT'S IT?

WHO WAS HE--
HOW DID ALL OF
THIS HAPPEN?
HOW DOES IT
CONNECT TO
DOCTOR
OCT--

ALL
CLASSIFIED
INFORMATION,
I'M AFRAID.

WE APPRECIATE
YOUR HELP
"HEROES," BUT
THAT'S AS MUCH
AS I CAN TELL
YOU.

AND
HOW DO WE
KNOW THAT
THIS WON'T
HAPPEN TO
"JOE" AGAIN?



DON'T
YOU WORRY
ABOUT THAT--
WE'LL DO
EVERYTHING
WE CAN FOR
HIM.

YOU
GOT THAT
RIGHT,
STONE...

...BECAUSE I'LL
BE THERE EVERY
STEP OF THE WAY
TO MAKE SURE
YOU DO.



SHORTLY...

--SO YER SAYIN' YOUSE COULD HOLD UP DIS BUILDING ALL DAY, ALL BY Y'SELF?

YHP.

GREAT, CAUSE WE'RE UNION, SEE, AND IT'S LUNCH TIME - SEE YA IN AN HOUR, KID!

D'OH!

--STILL CAN'T BELIEVE YOU KIDS GO OUT AND DO THIS KIND OF THING ALL TIME TIME!

I SWEAR, "SPEEDBALL", IF I STOPPED TO THINK ABOUT YOU BOUNCING AROUND THROUGH ALL THESE DANGEROUS SITUATIONS, I'D PROBABLY GROUND YOU FOR LIFE!

'COURSE, THEN I'D PROBABLY BE DEAD BY NOW, WOULDN'T I? YOU SAVED MY LIFE!

LATER FOR THAT, HUH, MOM? YOU'RE TOTALLY EMBARRASSING ME!

OH, HEAVEN FORBID.

IT WAS GOOD WORKING WITH YOU AGAIN, SPIDER-MAN.

I'M SORRY IF I WAS A LITTLE HOSTILE WITH YOU AT FIRST, BUT YOU HAVE TO UNDERSTAND...

REALLY?

...WITH A WOMAN LIKE FIRESTAR AS MY GIRLFRIEND, I CAN GET A LITTLE JEALOUS FROM TIME TO TIME.

NOW THERE GOES A HERO, ANGEL.

WE MAY NEVER KNOW WHO OR WHAT "OUR" SCARLET SPIDER REALLY WAS, BUT ONE THING'S FOR SURE...

...HE WAS NO SPIDER-MAN!

I NEVER WOULD HAVE GUESSED THAT.

ANYWAY, I'M SURE WE'LL MEET UP AGAIN SOON. MAYBE I'LL STOP BY YOUR "GROOVY PAD" ONCE IN A WHILE TO SAY HI.

CIAO FOR NOW!

WASN'T HE, VANCE?

I GUESS ALL WE CAN SAY ABOUT THAT IS...

"...TIME
WILL
TELL!"



THE BEGINNING!

P.K. + R.E. '95

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DEATH BY

TWO MONTHS AGO--

--SOMEWHERE
ON THE OUT-
SKIRTS OF
GREEN LAWN,
LONG ISLAND--

JEEZ, DAVEY
--RELAX. WE
GOT 'IM.

IT'S GOTTA BE
HERE **SOME-**
WHERE...

--WE GOT **SANDERS**
DEAD TO RIGHTS!

NO WAY ON
GOD'S
GREEN
EARTH IS
HE GONNA
BE ABLE TO
WEASEL
OUTTA
THIS!

I MEAN, **WHAT ELSE**
COULD THAT TRUCK HAVE BEEN
DOIN' OUT HERE LAST NIGHT?

THEN
WHERE
IS IT?

TRUST
ME...

...IT'S HERE.

Kalen Brothers
ENVIRONMENTAL CONSULTANTS
HICKSVILLE, NY 10763

"I KNEW THAT GUY WAS **DIRTY**
FROM THE MOMENT I **MET** 'IM--

"**SANDERS** MUSTA THOUGHT WE WERE
A COUPLA **WING-NUTS** WHEN HE HIRED
US TO COME IN AN' **INSPECT** HIS
FACILITIES --

"--**ADVISE** HIM ON HOW TO BRING
HIS OPERATIONS UP TO THE **NEW**
GOVERNMENT STANDARDS.

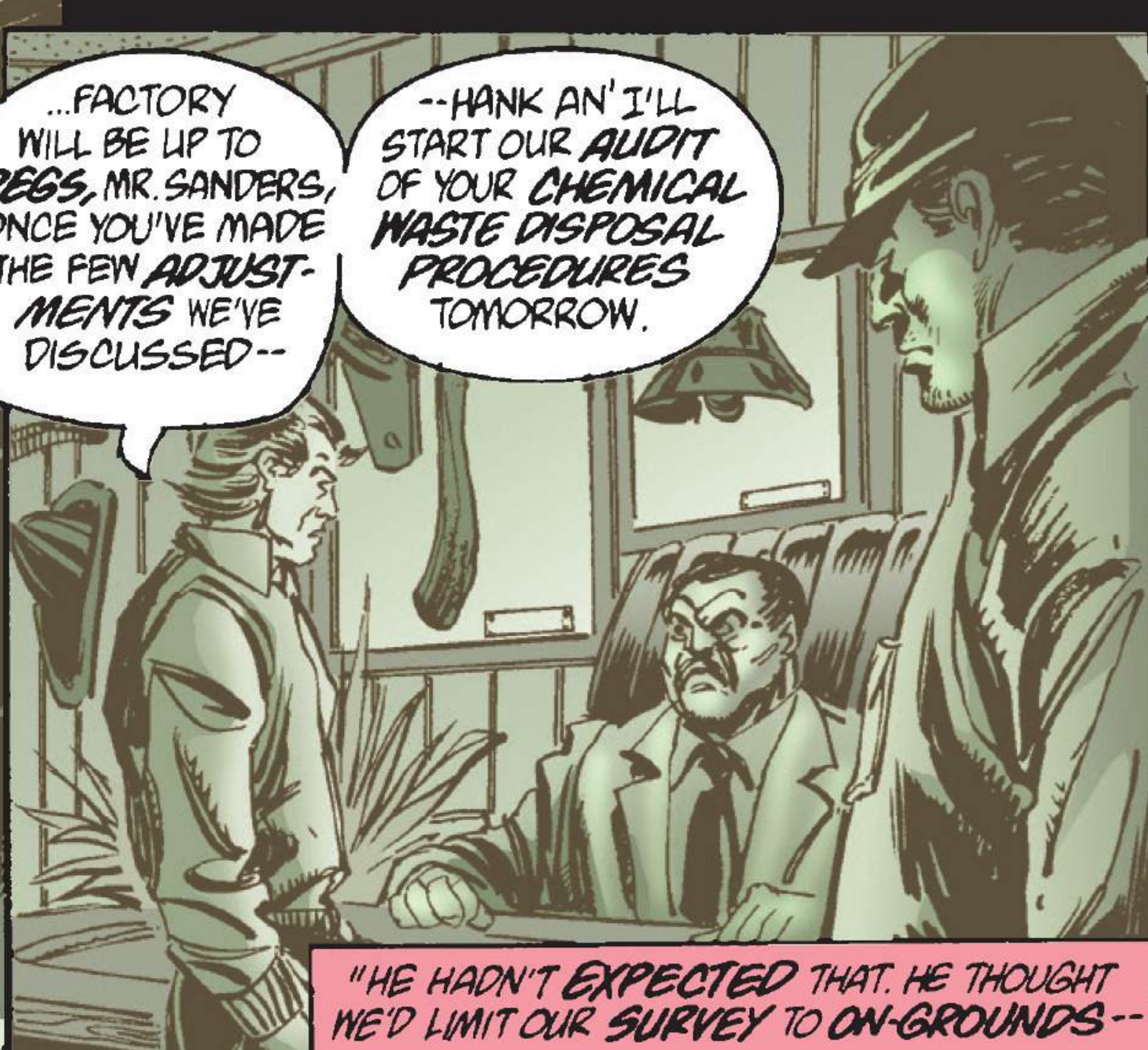
SANDERS
CHEMICAL
CORPORATION
BUILDING A BETTER
TOMORROW WITH
CHEMICALS TODAY

"AN' THE FACTORY
ITSELF CHECKED
OUT PRETTY WELL--



"--THOUGH HE WATCHED US LIKE A HAWK EVERY STEP OF THE WAY!"

"I KNEW HE WAS HIDIN' SOMETHIN', BUT I COULDN'T FIGURE OUT WHAT, SO I KEPT MY MOUTH SHUT."



...FACTORY WILL BE UP TO REGS, MR. SANDERS, ONCE YOU'VE MADE THE FEW ADJUSTMENTS WE'VE DISCUSSED--

--HANK AN' I'LL START OUR AUDIT OF YOUR CHEMICAL WASTE DISPOSAL PROCEDURES TOMORROW.

"HE HADN'T EXPECTED THAT. HE THOUGHT WE'D LIMIT OUR SURVEY TO ON-GROUNDS--"



--AN' THAT'S WHERE WE NAILED 'IM! WE--

OMIGOD--

--HANK...?

"IT WASN'T TILL I SAW THE LOOK ON HIS FACE WHEN YOU TOLD 'IM --"



HOW CAN ... HOW CAN PEOPLE DO THIS...?

DON'T THEY GET IT? DON'T THEY KNOW WE'RE GONNA PAY FOR THIS ONE DAY?!

APPARENTLY IT DOESN'T MATTER--S'LONG AS IT'S NOT TODAY.



BWNOOOOM!!

TODAY.

"THIS

"IS

"SO

"I FEEL SO
FREE--

"--SO LIBERATED!"

"BY MY
NEW
LIFE--

"--MY NEW
COSTUME--

"--JUST BY BEING
SPIDER-MAN AGAIN!"

HIS GIVEN NAME IS **PETER PARKER**. WHILE IN HIGH SCHOOL HE WAS BITTEN BY A RADIOACTIVE SPIDER AND ENDOWED WITH AMAZING POWERS, WHICH HE HAS SINCE USED TO PROTECT THE INNOCENT AND BATTLE EVIL. NOW HE CALLS HIMSELF **DEN REILLY**, AND, AS A COSTUMED CRIMEFIGHTER, HE CONTINUES HIS CRUSADE...FOR HE UNDERSTANDS THAT WITH GREAT POWER COMES GREAT RESPONSIBILITY!

STAN LEE PRESENTS: SPIDER-MAN!

IN A TALE OF BROTHERLY LOVE--

BROTHER'S KEEPER

BROTHERHOOD OF THE WEB

WRITER- TODD
DEZAGO

BREAKDOWNS- SAL
BUSCEMA

FINISHES- JIMMY
PALMIOTTI

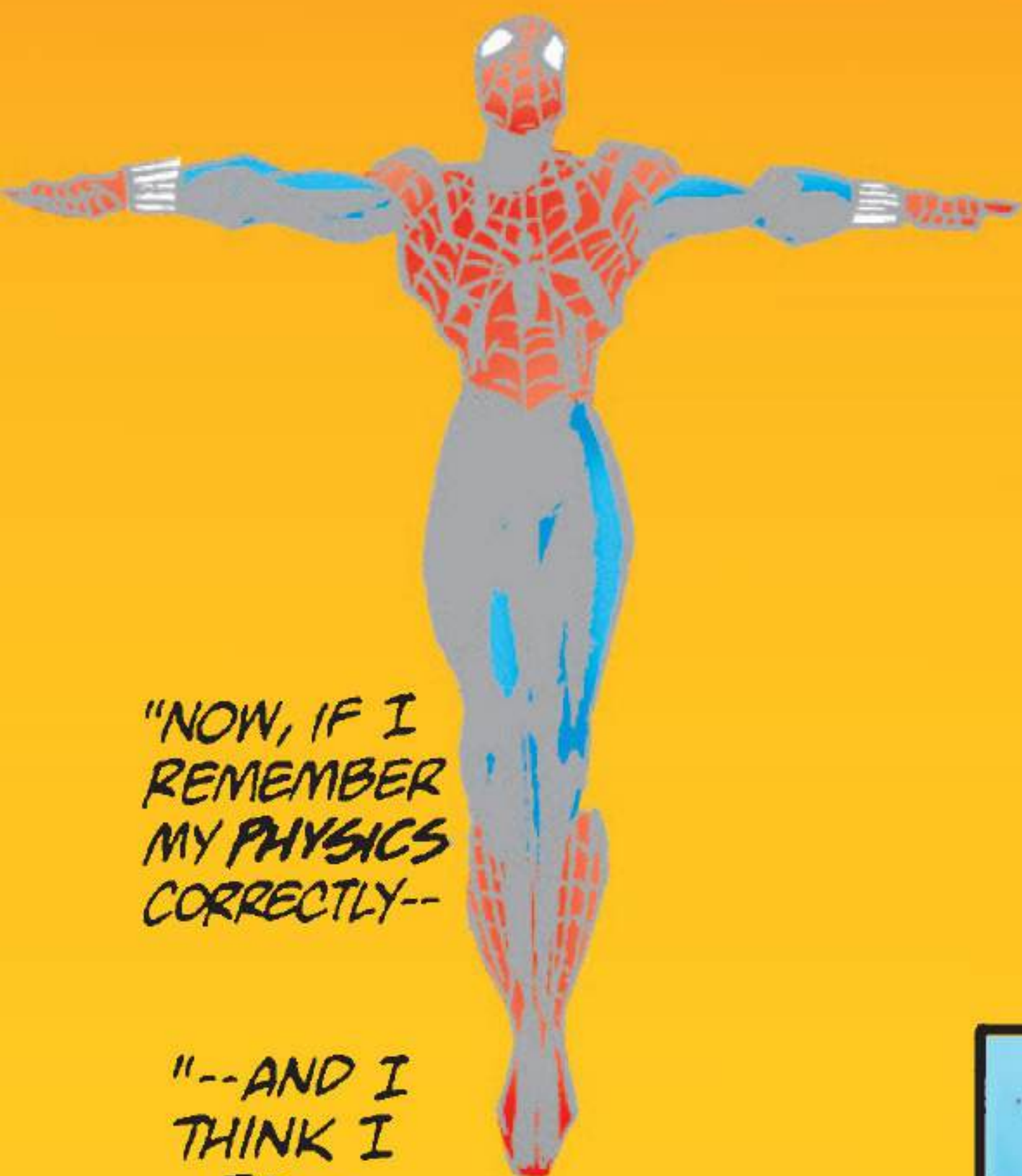
LETTERS- CLEM ROBINS

COLORS- JOHN KALISZ

COLOR
SEPARATIONS- MALIBU

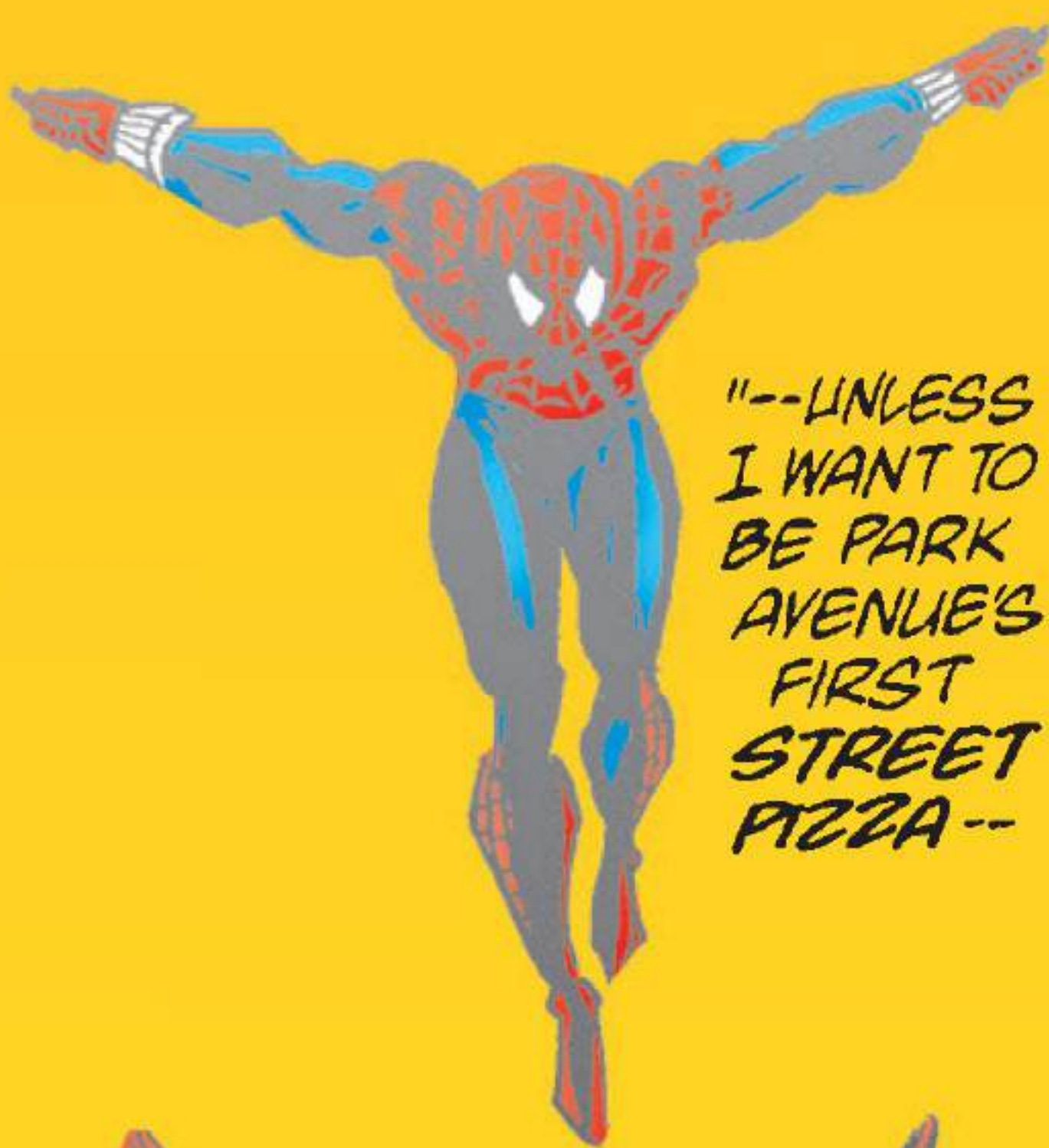
EDITOR- ERIC FEIN

BIG BOB
BROTHER- BUDIANSKY



"NOW, IF I
REMEMBER
MY PHYSICS
CORRECTLY--

"--AND I
THINK I
DO--



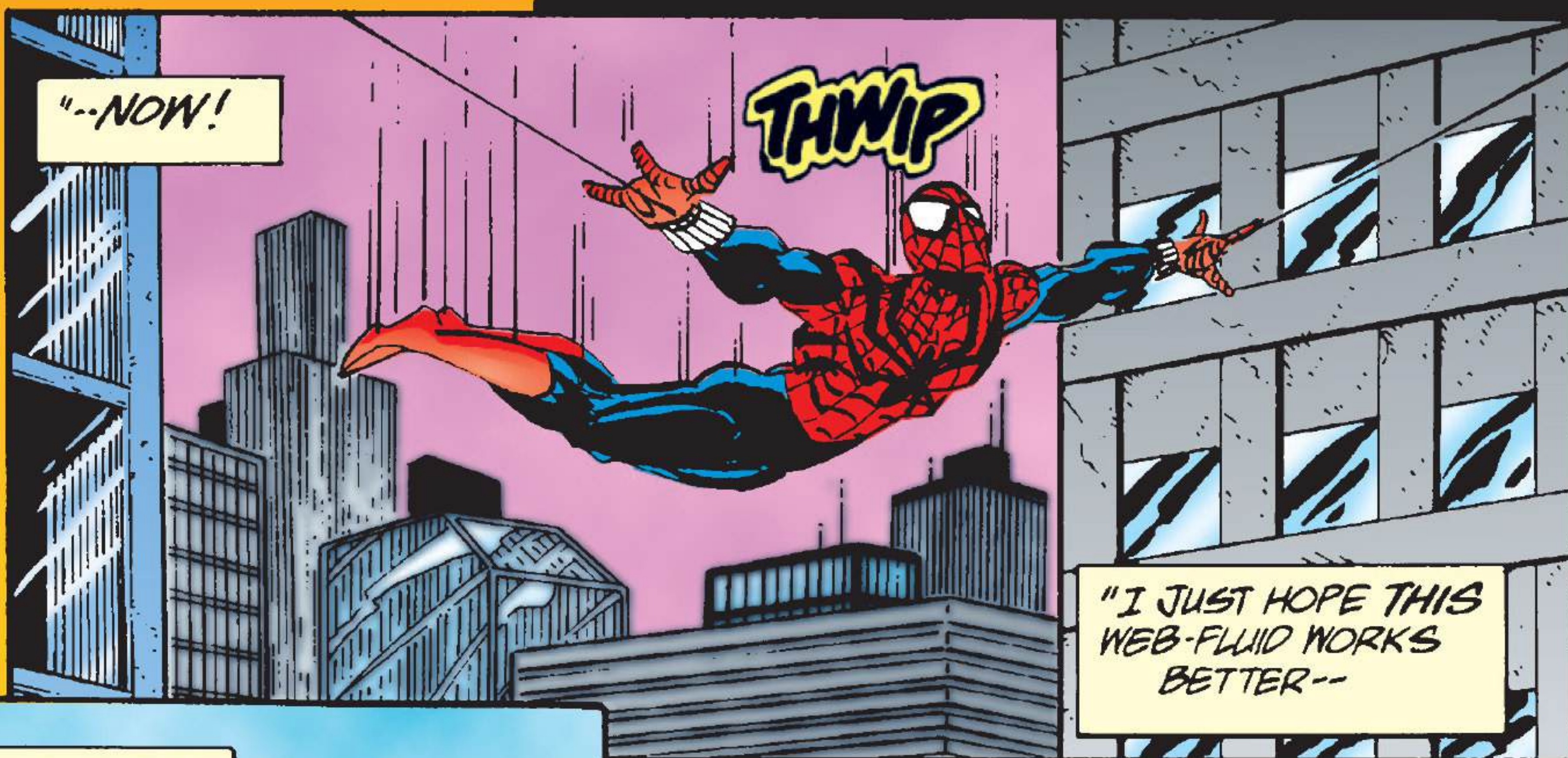
"--UNLESS
I WANT TO
BE PARK
AVENUE'S
FIRST
STREET
PIZZA--



"--I
SHOULD
START
SLOWING
MY
DESCENT
RIGHT--



"--ABOUT--



"--NOW!

THWIP

"I JUST HOPE THIS
WEB-FLUID WORKS
BETTER--



"THAN THE
STUFF I
MADE LAST
WEEK
OUT OF
TOOTH-
PASTE
AND
PEANUT
BUTTER!*"

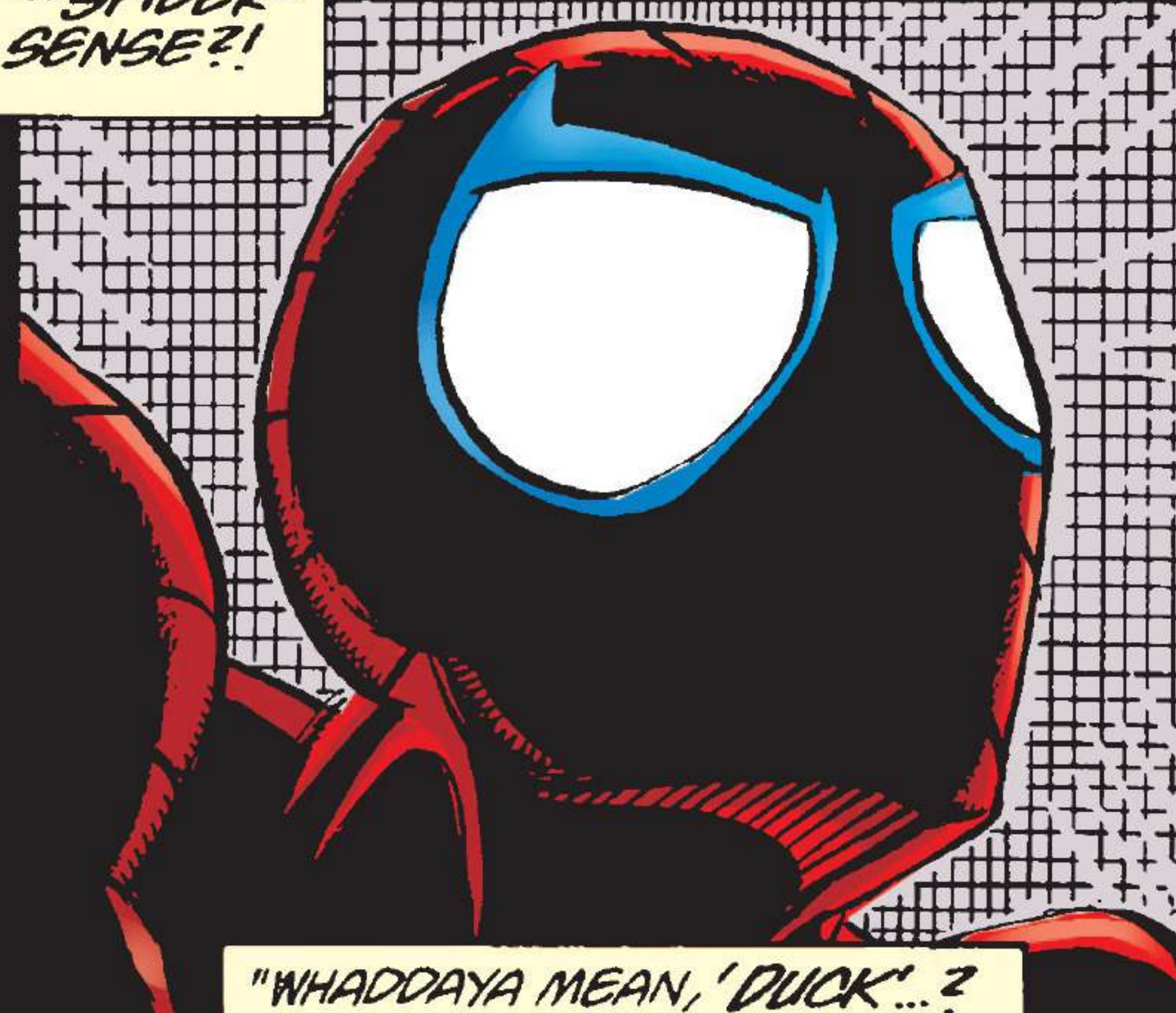
SNAP

*NOT REALLY--BUT CLOSE! SEE
SENSATIONAL SPIDER-MAN #0.
--DON'T TRY THIS AT HOME ERIC



"YEP, FOLKS--
I'M BACK!
YOUR
FAITHFUL,
FRIENDLY
NEIGHBORHOOD--

"--SPIDER-
SENSE?!



"WHADDAYA MEAN, 'DUCK'...?"



KRESSH!!

"WHOA! LOOKS
LIKE SOMEBODY'S
HAVING A
CLEARANCE
ON OFFICE
FURNITURE!"



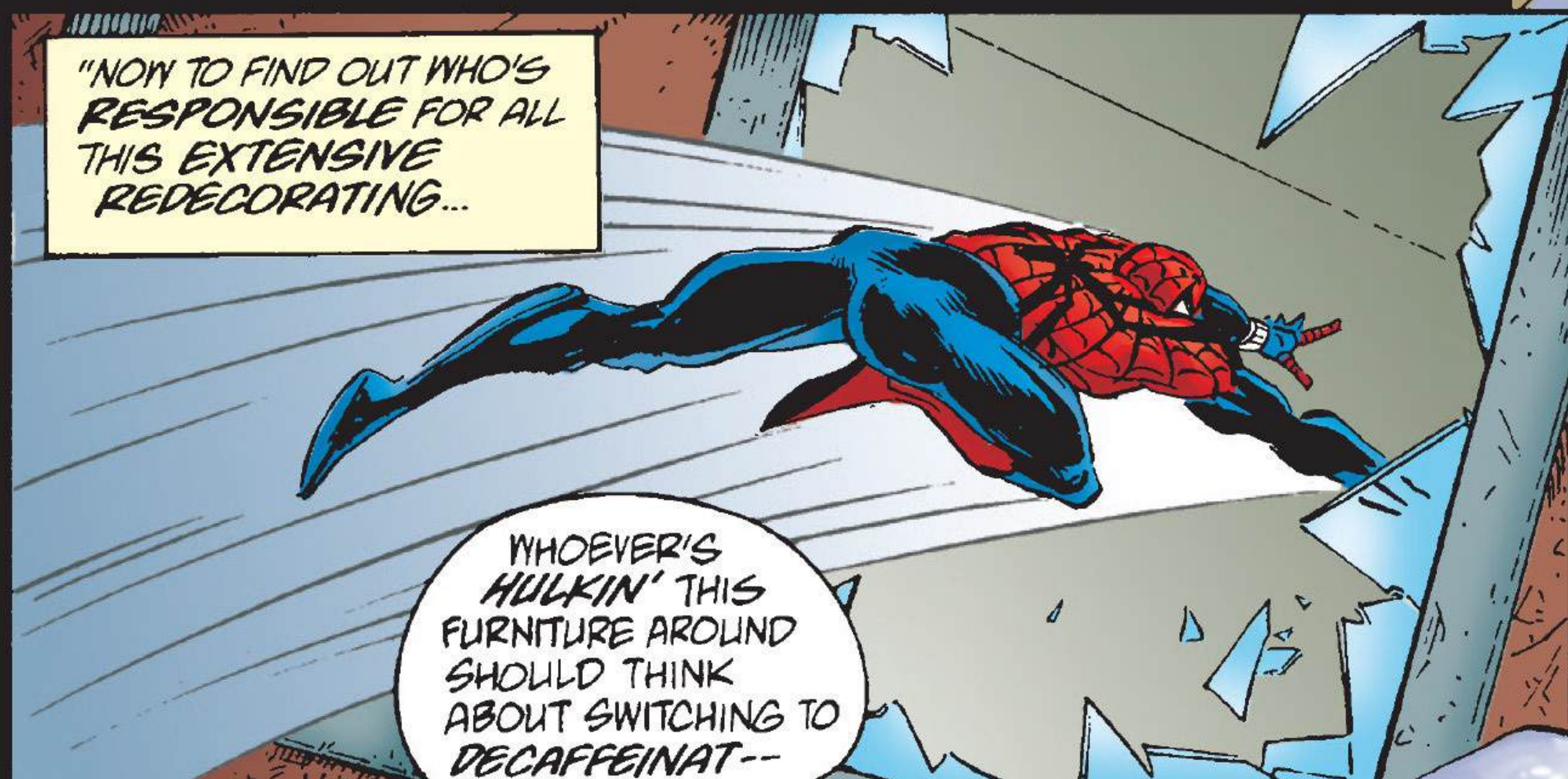
HEY!

"NOW THAT'S ILL! SOME-BODY'S GONNA GET HURT--"



"--UNLESS I CAN TAKE OUT THE DANGER!"

"IT'LL DO."



"NOW TO FIND OUT WHO'S RESPONSIBLE FOR ALL THIS EXTENSIVE REDECORATING..."

WHOEVER'S HULKIN' THIS FURNITURE AROUND SHOULD THINK ABOUT SWITCHING TO DECAFFEINAT--

--YOWZA!?!

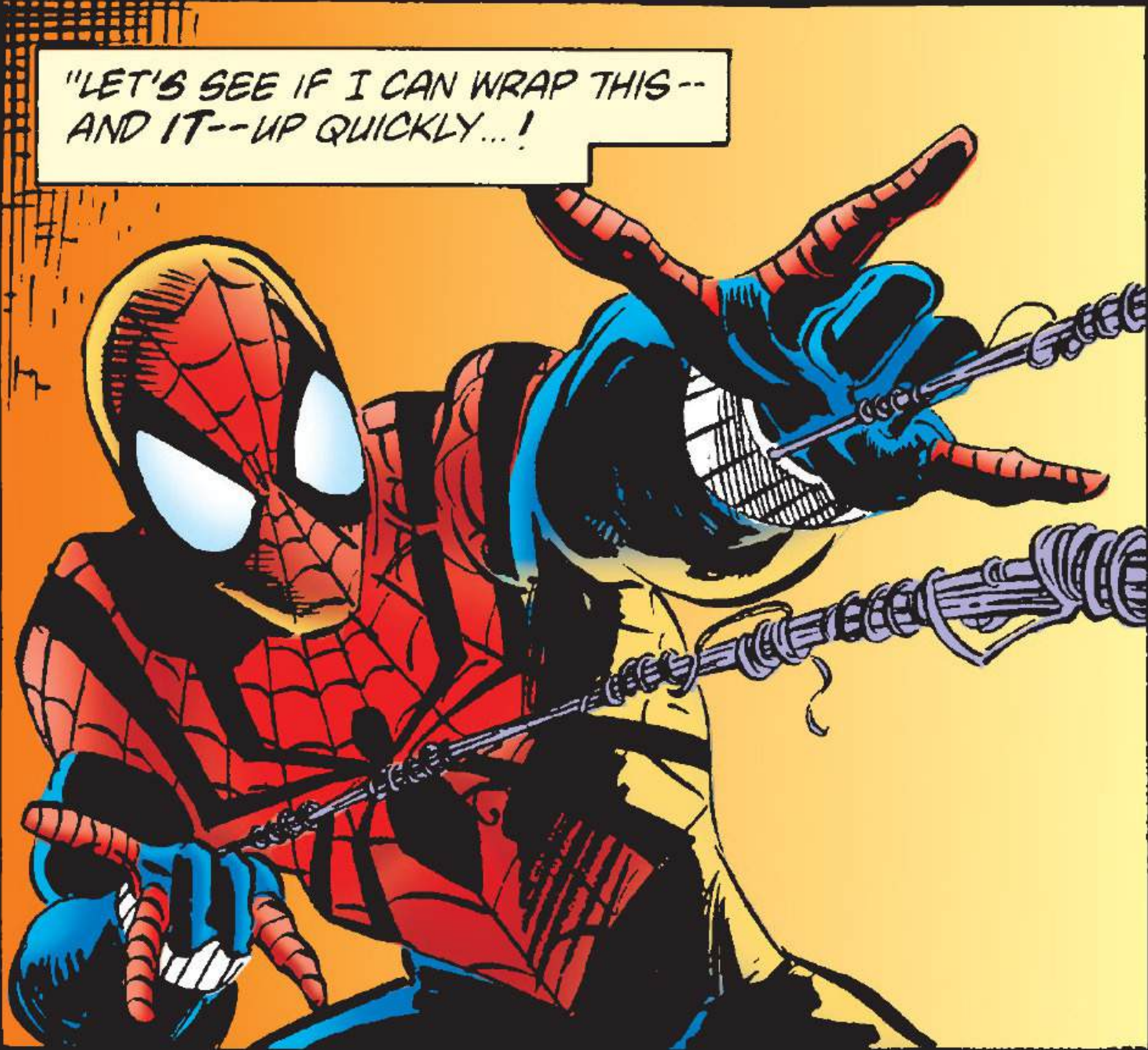


...HAVE TO SAY IT AGAIN? I WANT SANDERS!

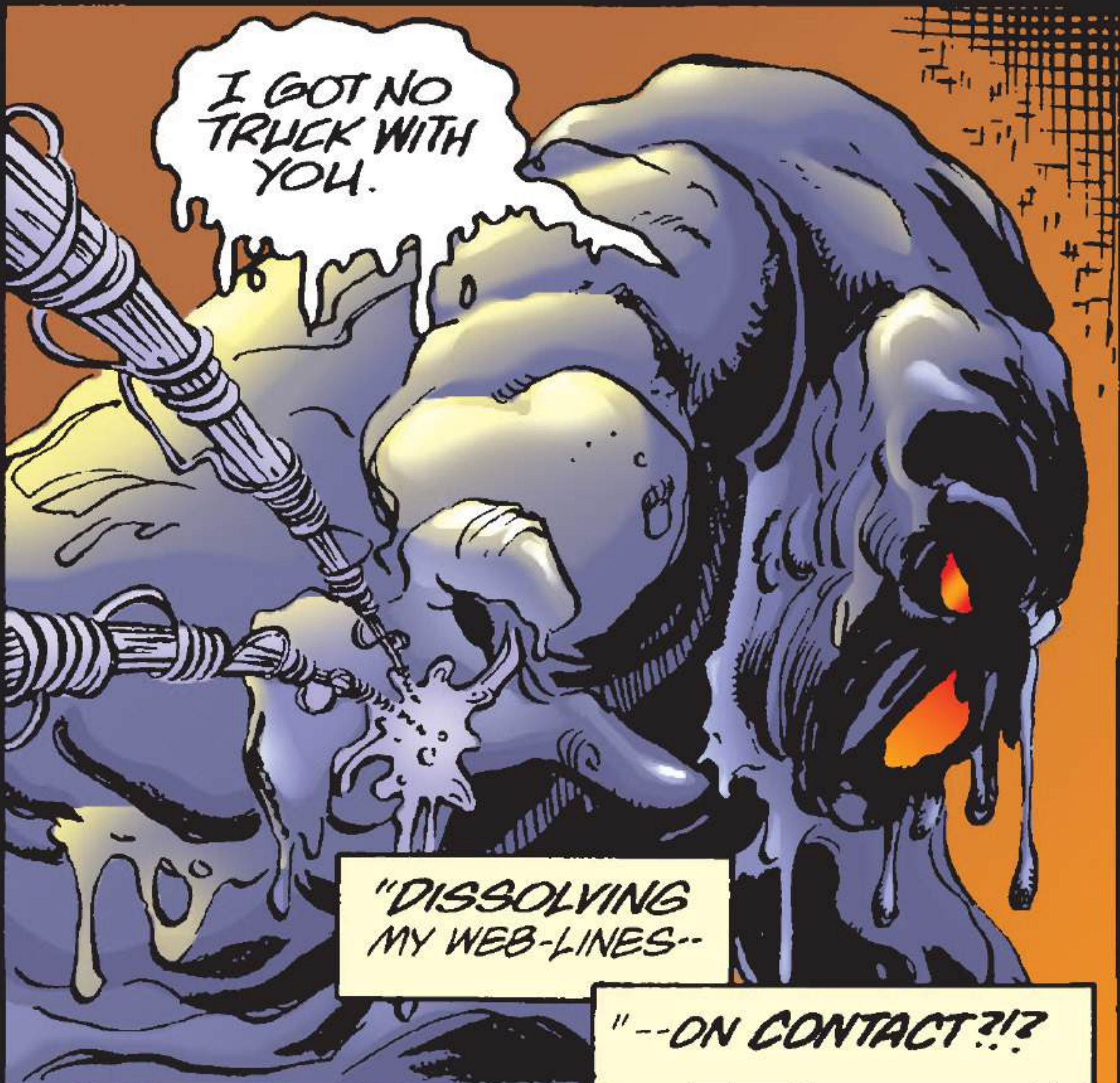
I WANT HIM **NOW!!**

"NOW THERE'S SOMETHING YOU DON'T SEE EVERY DAY; A WALKING, TALKING PILE OF... GUK--"

"--TERRORIZING A BUNCH OF TRAUMATIZED 9-TO-5ERS!"



"LET'S SEE IF I CAN WRAP THIS--
AND IT--UP QUICKLY...!"



I GOT NO
TRUCK WITH
YOU.

"DISSOLVING
MY WEB-LINES--

"--ON CONTACT?!?"

"AND THAT'S NOT ALL.



I JUST WANT
SANDERS!

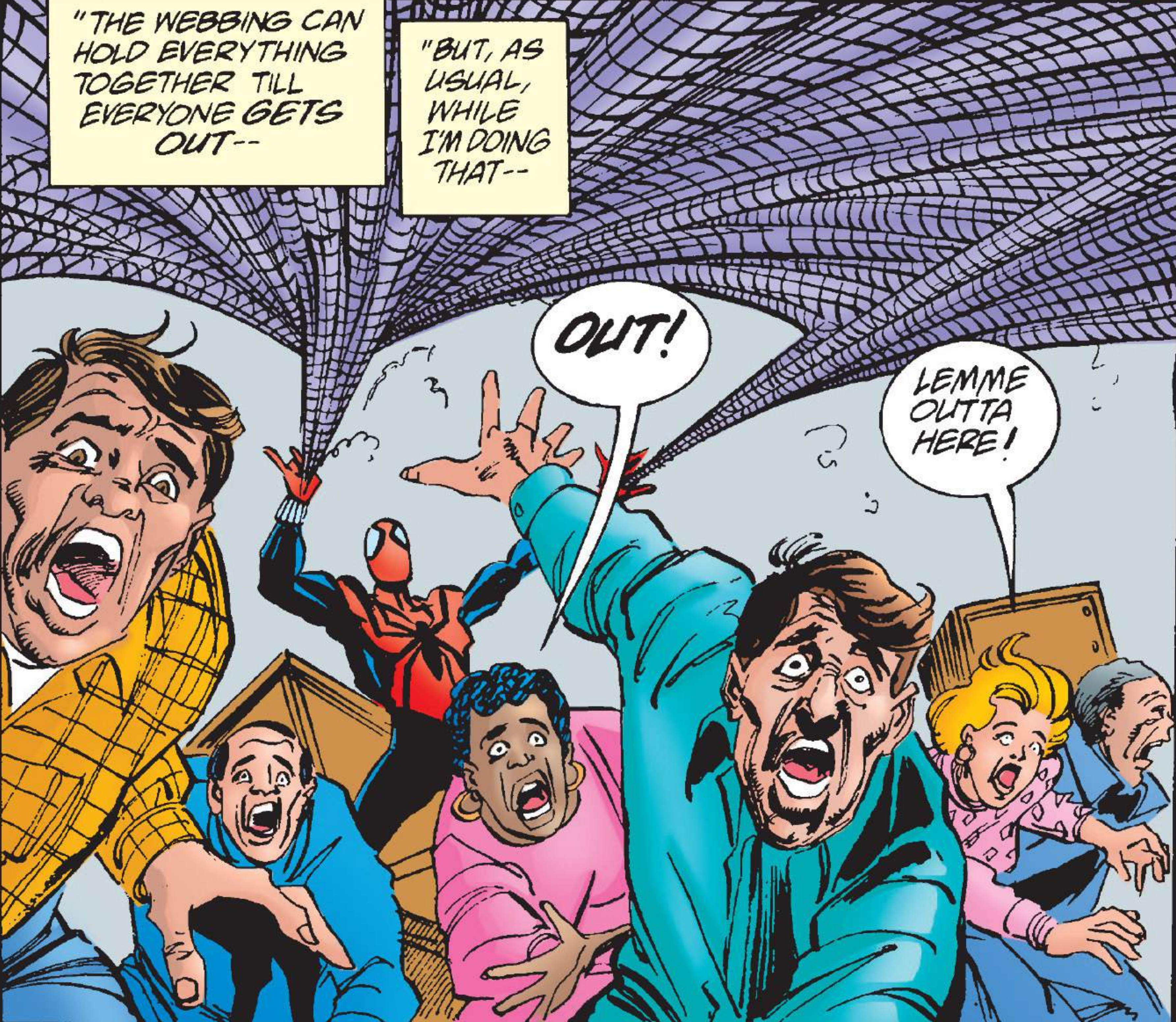


"GRABBING THE
DOORJAMB, IT
SETS UP A CHAIN
REACTION--



"--CAUSING THE
WALLS AND
CEILING TO
DISSOLVE--

"--AS THE
WHOLE
OFFICE
STARTS TO
TURN TO
DUST
AROUND
US!



"THE WEBBING CAN
HOLD EVERYTHING
TOGETHER TILL
EVERYONE GETS
OUT--

"BUT, AS
USUAL,
WHILE
I'M DOING
THAT--

OUT!

LEMME
OUTTA
HERE!



"--GLUKTHING
HAS LEFT THE
BUILDING!"

GREAT...



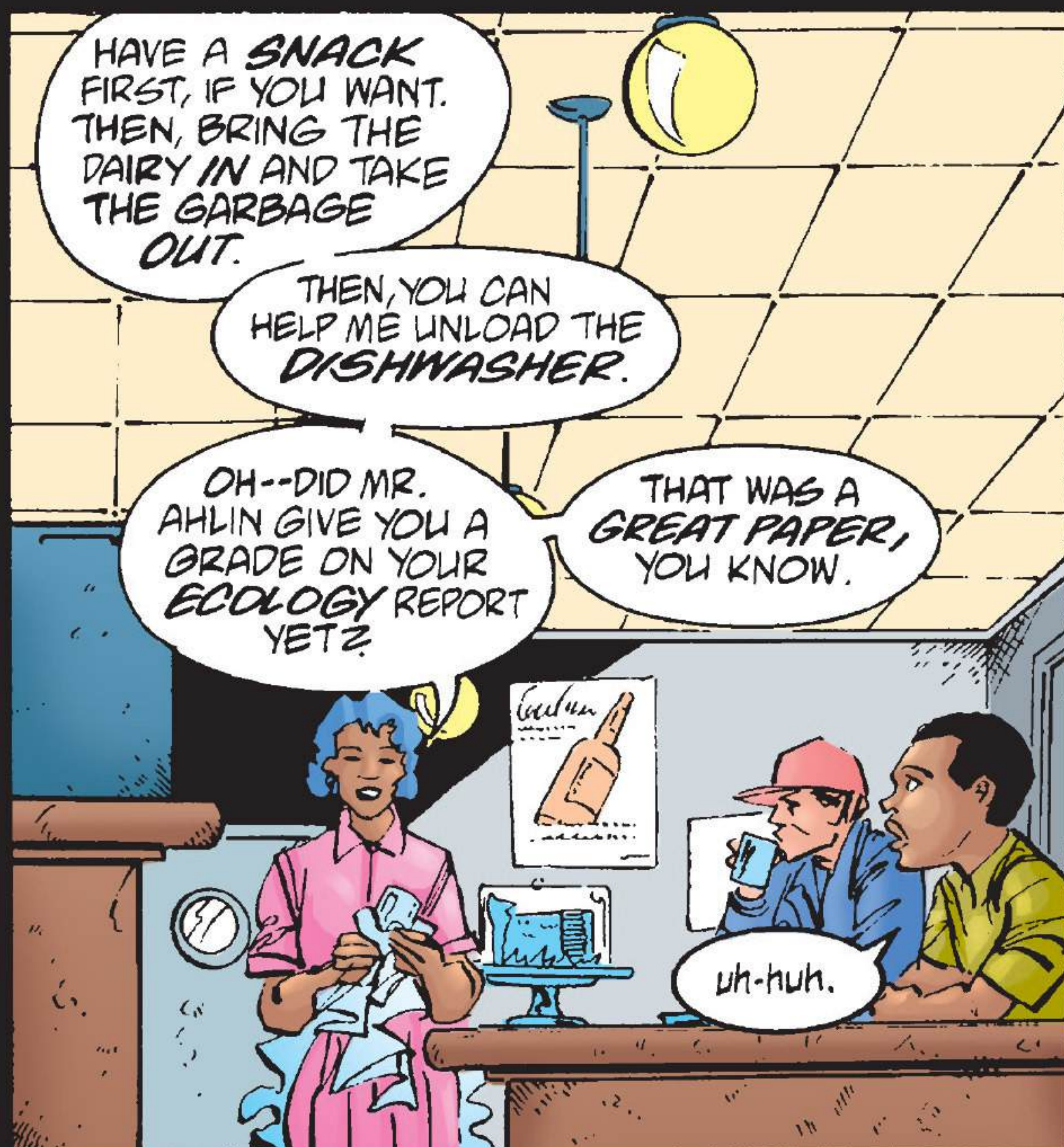
"...NOW, I KNOW HOW I'M GOING TO SPEND THE REST OF MY DAY OFF FROM..."



...YOU'RE DONE WITH YOUR HOME-WORK, I HAVE A FEW JOBS I NEED YOU TO DO AROUND HERE, SEEING AS IT'S BEN'S DAY OFF.

TOP THAT OFF FOR YOU, MIKE...?

THANKS, SHIRL.



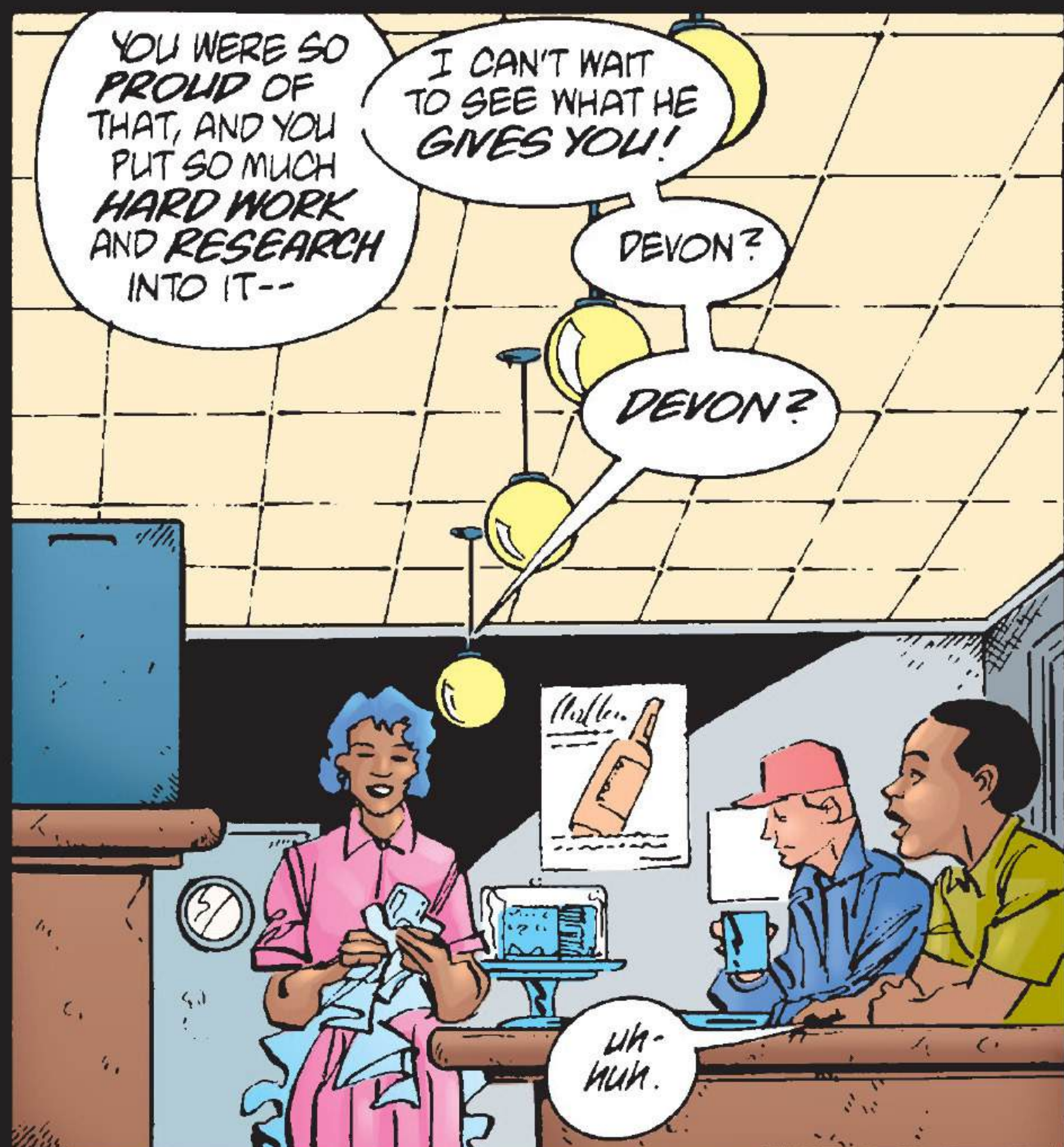
HAVE A **SNACK** FIRST, IF YOU WANT. THEN, BRING THE DAIRY IN AND TAKE THE GARBAGE OUT.

THEN, YOU CAN HELP ME UNLOAD THE **DISHWASHER**.

OH--DID MR. AHLIN GIVE YOU A GRADE ON YOUR **ECOLOGY** REPORT YET?

THAT WAS A **GREAT PAPER**, YOU KNOW.

uh-huh.



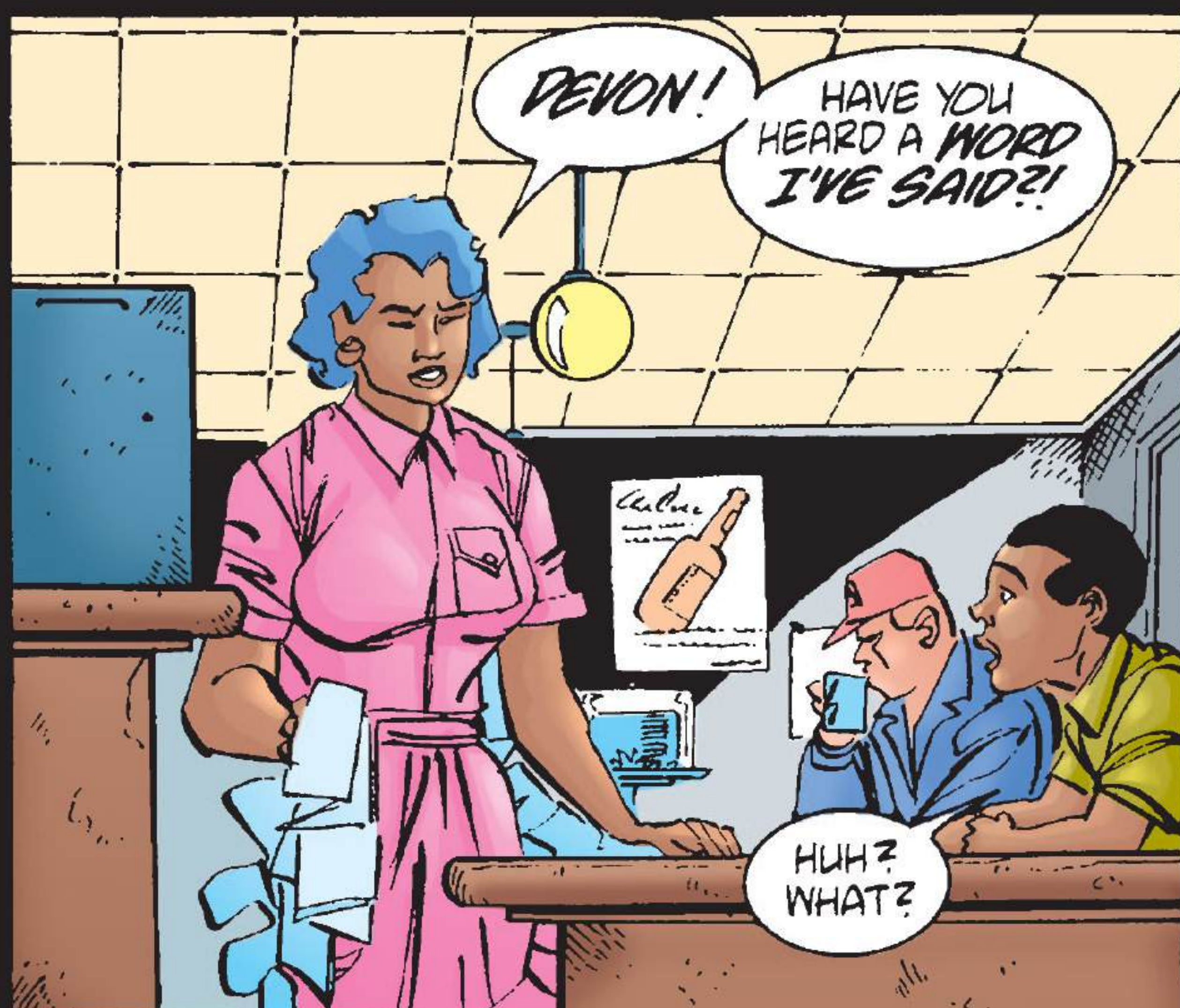
YOU WERE SO **PROUD** OF THAT, AND YOU PUT SO MUCH **HARD WORK** AND **RESEARCH** INTO IT--

I CAN'T WAIT TO SEE WHAT HE **GIVES YOU!**

DEVON?

DEVON?

uh-huh.



DEVON!

HAVE YOU HEARD A **WORD** I'VE SAID?!

HUH? WHAT?



HONEY, ARE YOU **FEELING** ALL RIGHT?

SURE, MOM--

--JUST WATCHIN' SOME TV.

SANDERS
CHEMICAL
CORPORATION
BUILDING A BETTER
TOMORROW WITH
CHEMICALS TODAY

"SANDERS'
SECRETARIES
WERE MORE THAN
HAPPY TO
OBLIGE WHEN
I ASKED FOR AN
ITINERARY OF
WHERE SANDERS
HIMSELF MIGHT BE--

"--HOPING THAT I
MIGHT BE ABLE TO
GET HERE FIRST--

"--AND AMBUSH
THAT MONSTER
THAT'S OUT TO
GET HIM!

"AND IT LOOKS AS IF
SANDERS DEFINITELY
GOT THE REPORT
ABOUT WHAT WENT
ON IN MIDTOWN
EARLIER...

"--AND THE ARMY OF RENT-A-COPS THAT MUST
HAVE QUADRUPLED SANDERS' SECURITY--

"--HE LOOKS
LIKE HE'S
READY
FOR WORLD
WAR III!

"OF COURSE,
HAVING A
'GUARDIAN
SPIDER' ON
HIS SIDE
WON'T HURT
EITHER.

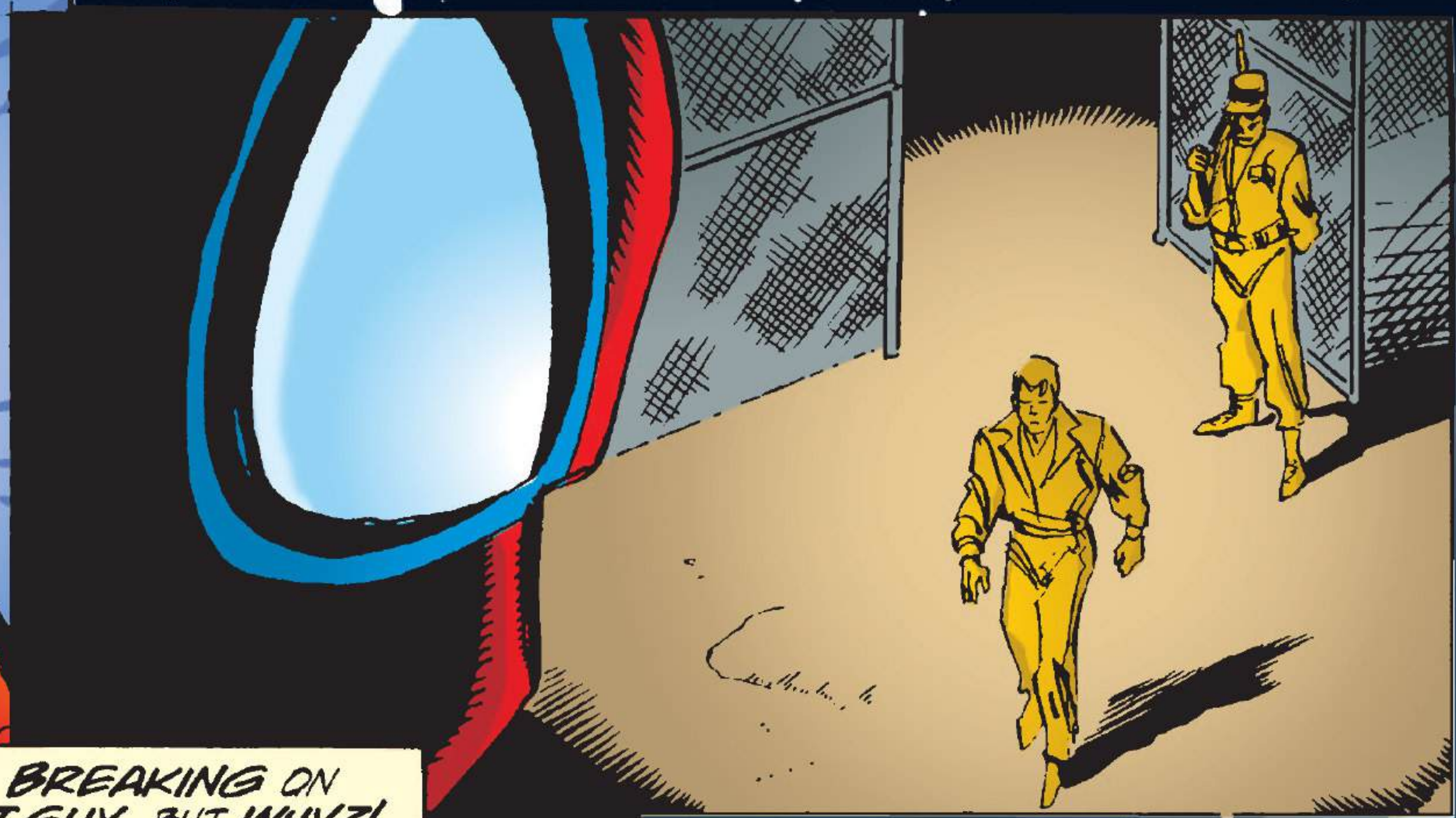
"MAN, THE
AIR HERE
IS SO...
THICK!--

"...BETWEEN HIS
NERVOUS
PACING--

"--I CAN'T BELIEVE
THEY GET AWAY
WITH PUMPING THIS
FILTH INTO THE
SKY!

"I'M SURE THIS FALLS
UNDER SOME CATEGORY
LIKE 'ACCEPTABLE
AMOUNTS OF ENVIR-
ONMENTAL CONTAM-
INATION' OR SOMETHING...

"NICE TO KNOW SOMEONE'S
LOOKING OUT FOR US...



"IT'S BREAKING ON THAT GUY... BUT, WHY?!"

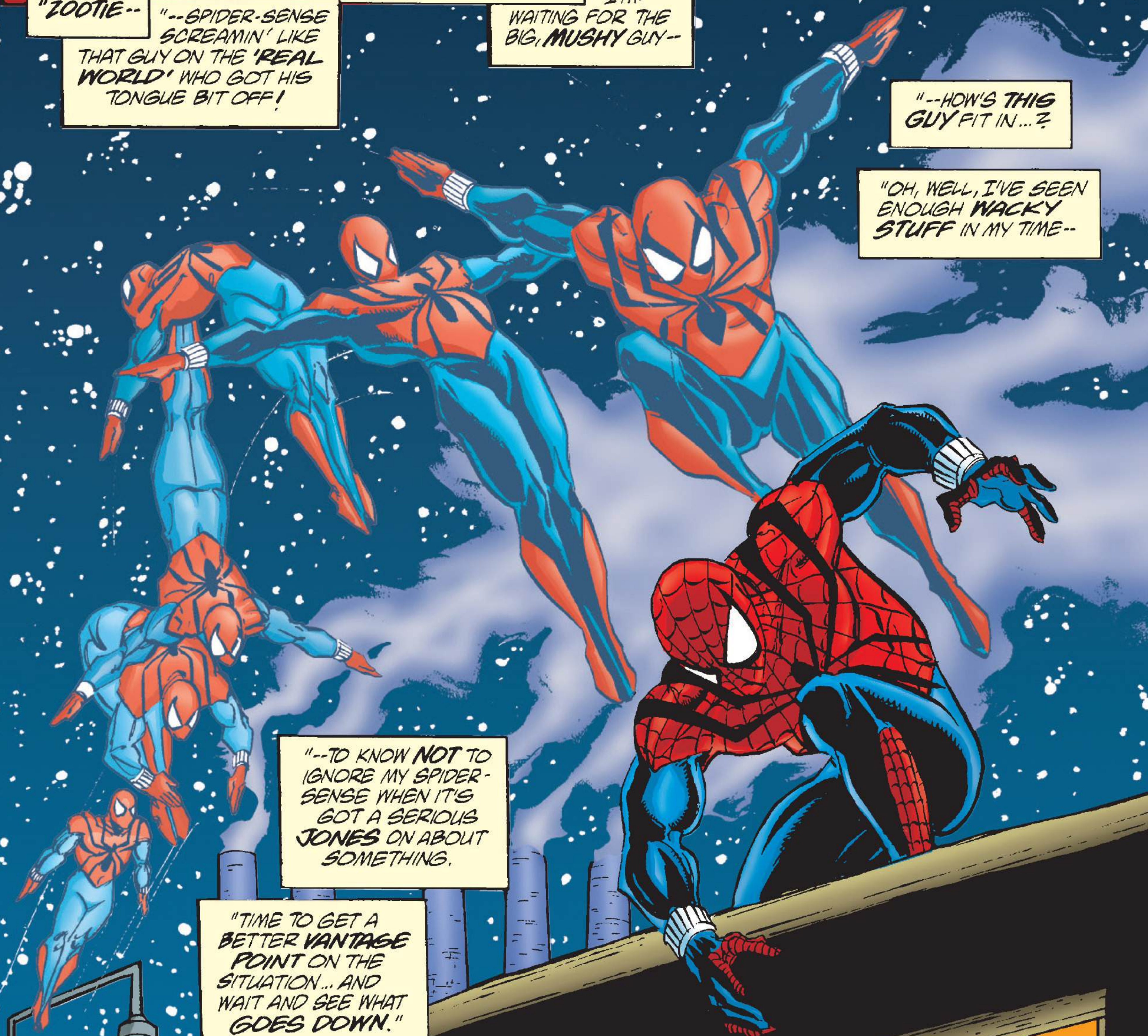
"ZOOTIE--"

"--SPIDER-SENSE SCREAMIN' LIKE THAT GUY ON THE 'REAL WORLD' WHO GOT HIS TONGUE BIT OFF!"

"I'M WAITING FOR THE BIG, MUSHY GUY--"

"--HOW'S THIS GUY FIT IN...?"

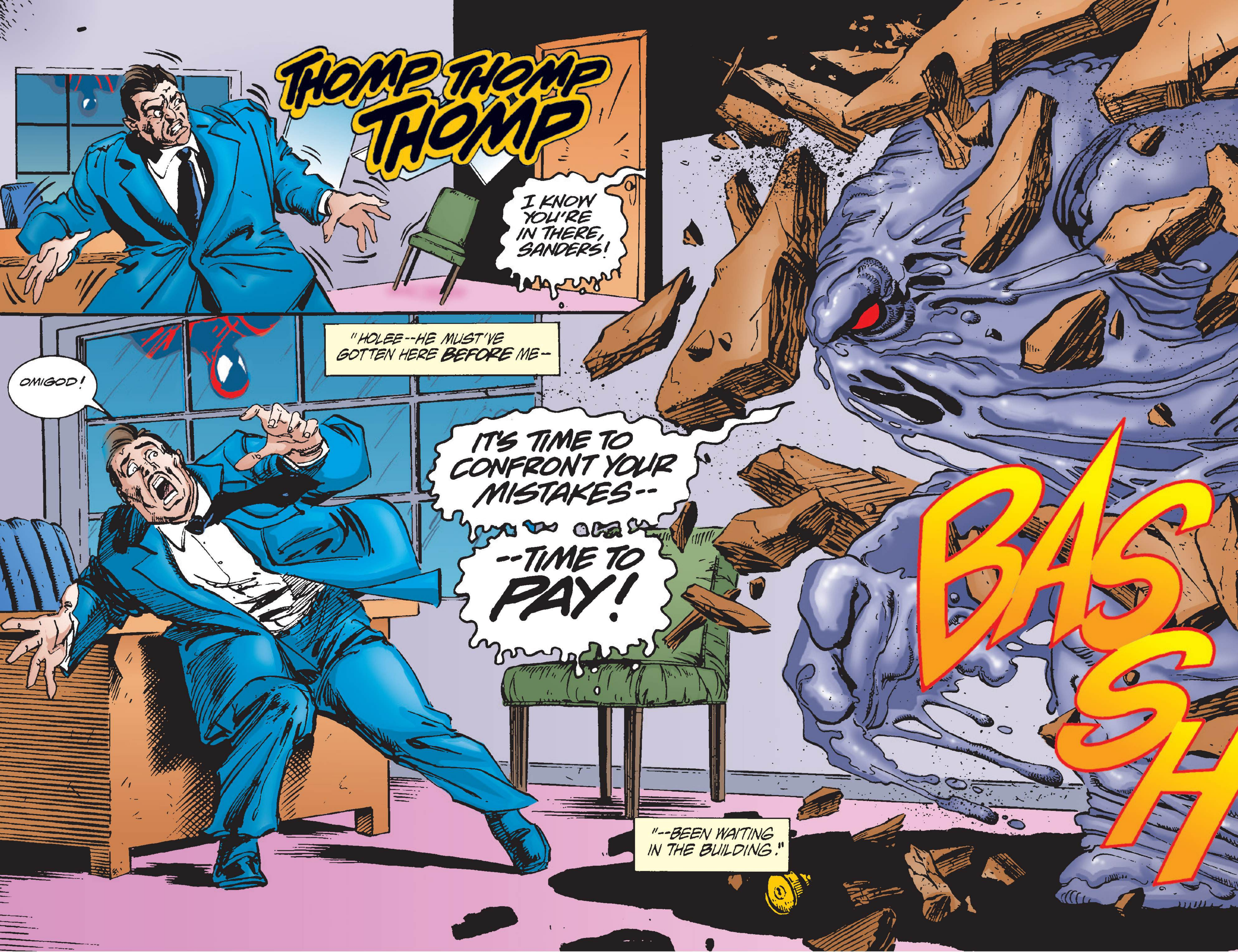
"OH, WELL, I'VE SEEN ENOUGH WACKY STUFF IN MY TIME--"



"--TO KNOW NOT TO IGNORE MY SPIDER-SENSE WHEN IT'S GOT A SERIOUS JONES ON ABOUT SOMETHING."

"TIME TO GET A BETTER VANTAGE POINT ON THE SITUATION... AND WAIT AND SEE WHAT GOES DOWN."





THOMP THOMP THOMP

I KNOW
YOU'RE
IN THERE,
SANDERS!

"HOLEE--HE MUST'VE
GOTTEN HERE BEFORE ME--

OMIGOD!

IT'S TIME TO
CONFRONT YOUR
MISTAKES--

--TIME TO
PAY!

--BEEN WAITING
IN THE BUILDING."

BAS
SH



HOLD IT THERE,
MR. TRACKIN' MUD-
IN-THE-HOUSE!

NO NO NO
PLEASE I
DON'T
KNOW WHAT
YOU'RE
TALKING
ABOUT...

YOU
AGAIN!

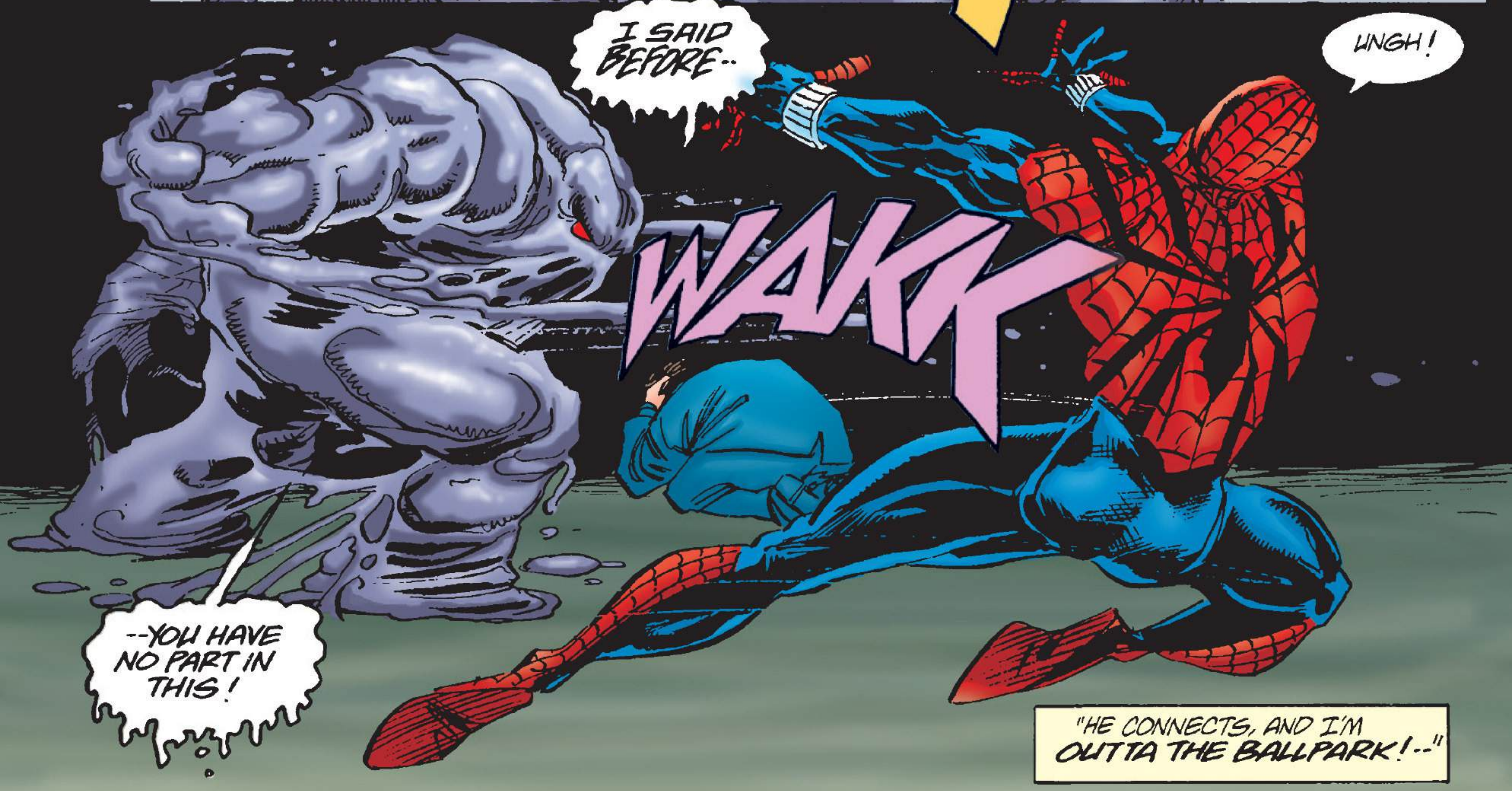


YEP. ME
AGAIN.

WHOA!

YUK.

SHLUURT



I SAID
BEFORE...

UNGH!

--YOU HAVE
NO PART IN
THIS!

"HE CONNECTS, AND I'M
OUTTA THE BALLPARK!..."



"AND A MOMENT LATER,
THANKING MY SPIDER-LIKE
REFLEXES FOR GETTING
ME OUT FROM UNDER HIS
SLEDGEHAMMER OF
A FIST!

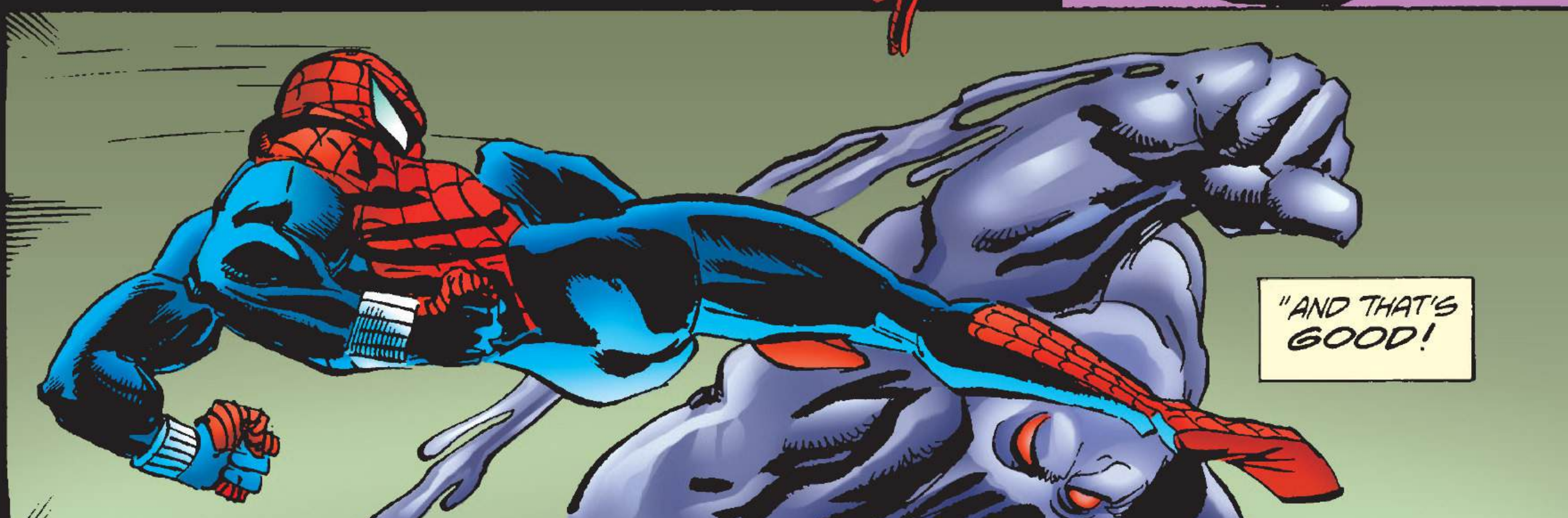
"THIS GUY PACKS
SOME POWER--

"--AND IT'S THEN
THAT I REALIZE--

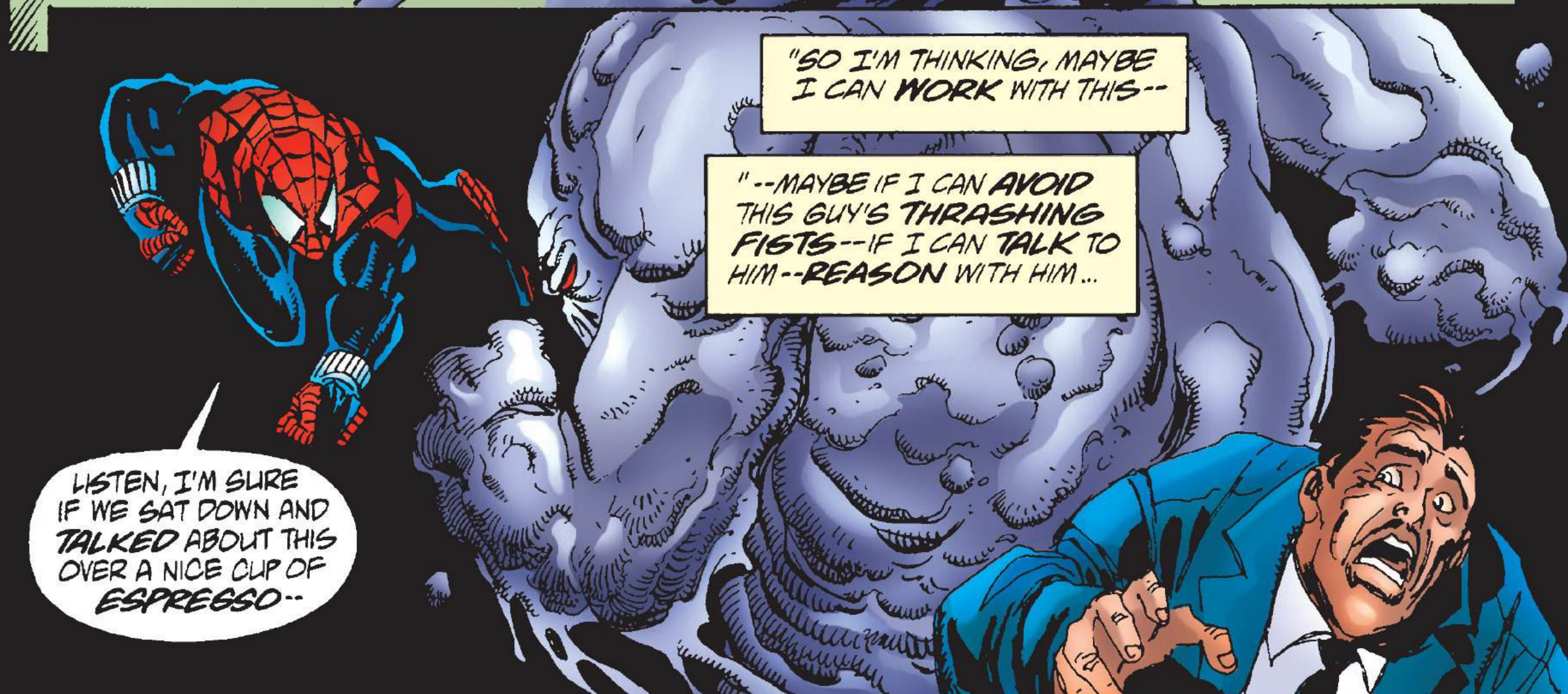


"HIS FISTS! ALTHOUGH THEY ARE
GLOOPY, THEY'RE NOT ERRODING
AND DISSOLVING
EVERYTHING
THEY TOUCH!

"WHICH
MEANS, HE
CAN TURN
THAT
POWER ON
AND OFF--



"AND THAT'S
GOOD!



"SO I'M THINKING, MAYBE
I CAN WORK WITH THIS--

"--MAYBE IF I CAN AVOID
THIS GUY'S THRASHING
FISTS--IF I CAN TALK TO
HIM--REASON WITH HIM...

LISTEN, I'M SURE
IF WE SAT DOWN AND
TALKED ABOUT THIS
OVER A NICE CUP OF
ESPRESSO--

"IT'S FUNNY, THE THINGS THAT GO THROUGH YOUR MIND JUST AS YOU'RE BEING WALLOPED BY SOME GIANT **GLUK MONSTER**...



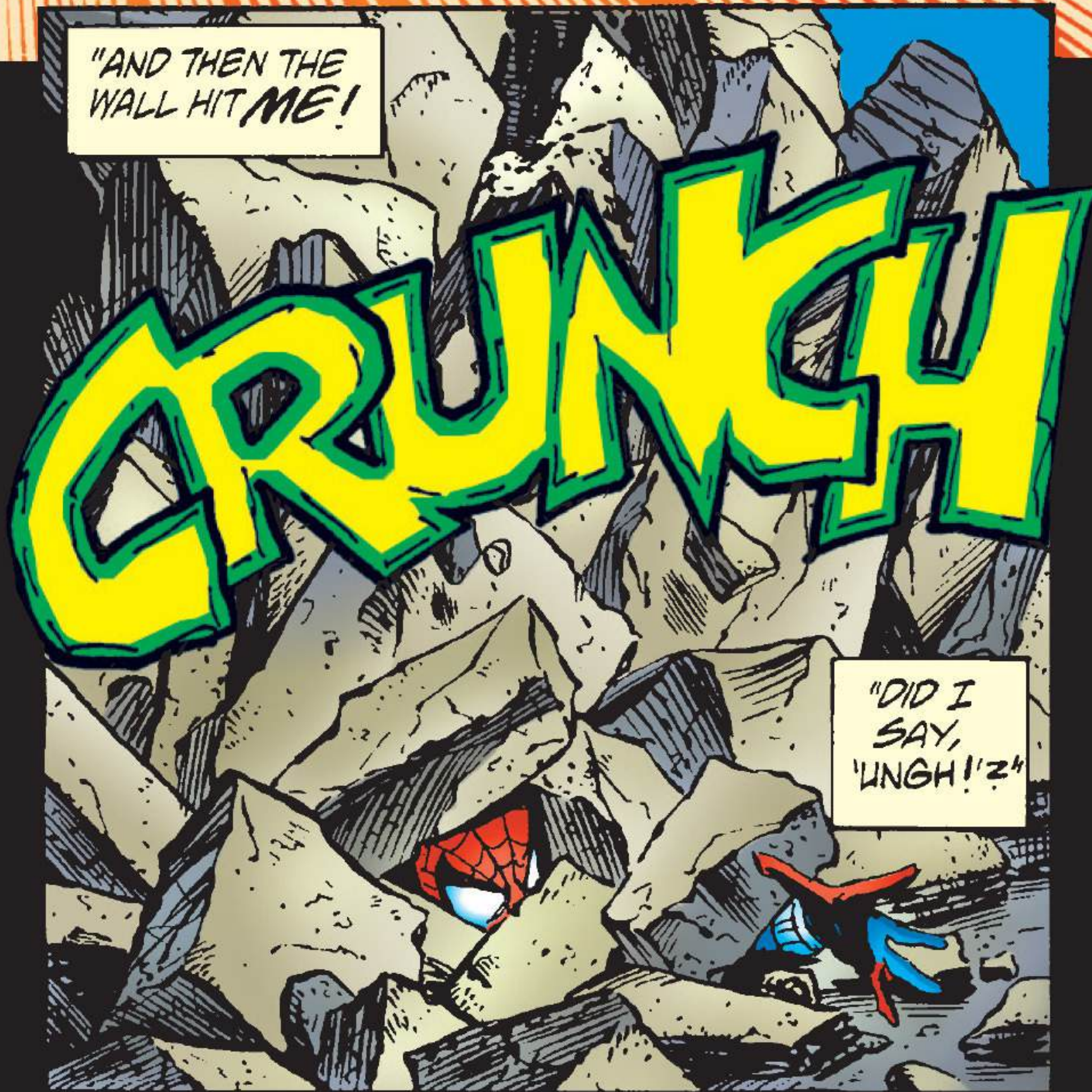
"I'M SURE I READ THAT SOMEWHERE--

"ALL I KEEP THINKING IS: 'HE MOVED WITH AN EASY **GRACE** WHICH **BELIED** HIS **AWESOME SIZE**.'

"AND THEN I HIT THE WALL--

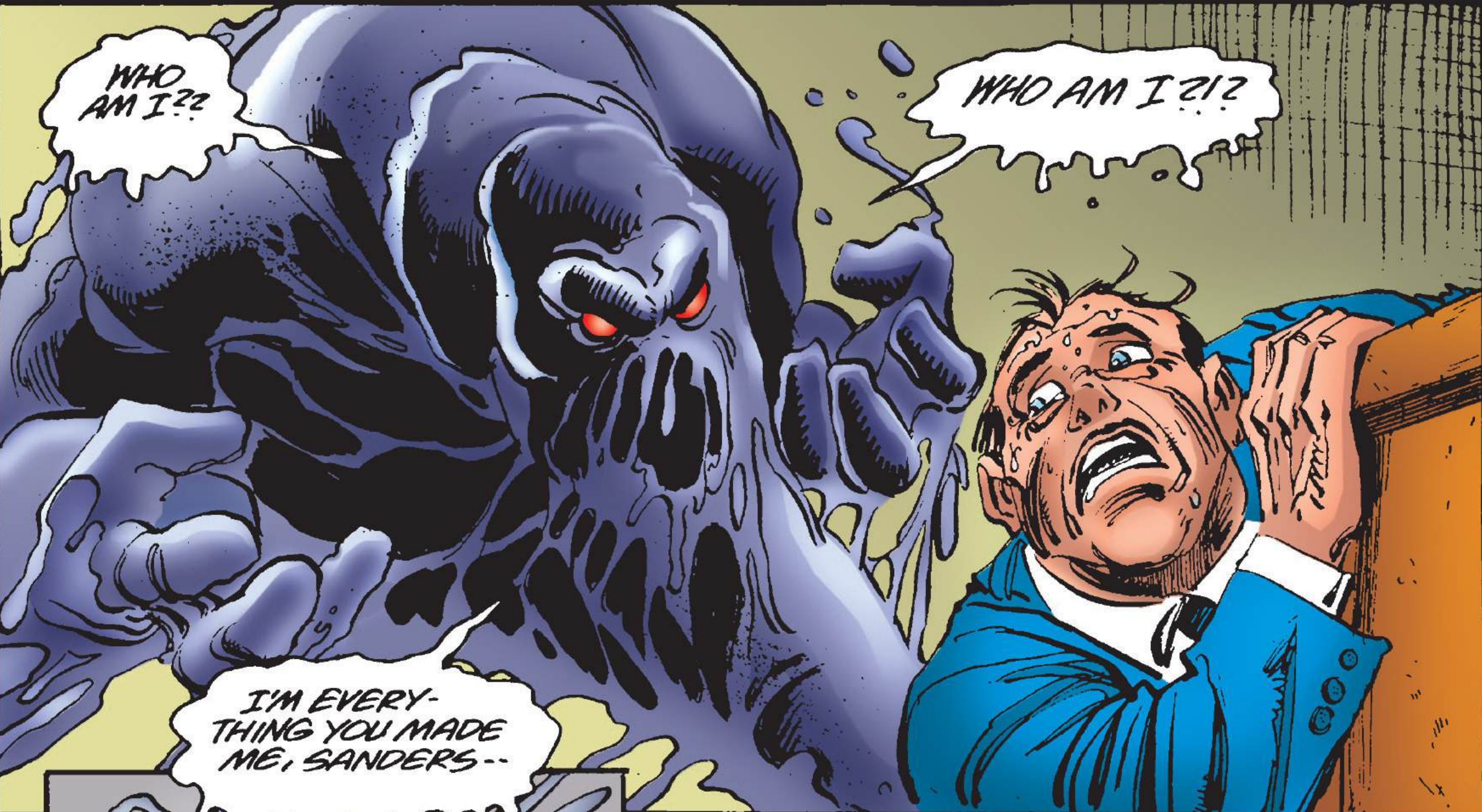


"AND THEN THE WALL HIT ME!



"DID I SAY, 'UNGH!'?"





WHO AM I??

WHO AM I?!

I'M EVERY-
THING YOU MADE
ME, SANDERS--



SHLUKKKK

I'M EVERYTHING
YOU'VE DONE TO THE
EARTH--TO THE LAND--



--WITH YOUR
CHEMICALS...



...AND YOUR
GREED!



I'M ALL YOUR
FOULNESS
COME BACK
FOR YOU,
SANDERS!

MY GOD...

...KALEN!



NO! I'M NOT DAVID KALEN ANYMORE! I'M THE... **MONSTER** YOU CREATED!

ONE WHO CAN **ACCELERATE** THE **DECOMPOSITION** AND **DECAY** OF ANYTHING! ONE WHO CAN **SPEED UP** YOUR **AGING PROCESS** WITH A **TOUCH--**

--AND TURN YOU TO **DUST** WHERE YOU STAND!



YOU **MURDERED** ME! AND YOU **MURDERED** MY **BROTHER**!

YOU HAD US **KILLED** FOR FEAR WE'D **EXPOSE** YOUR **ILLEGAL DUMPING**!

NO NO, I DIDN'T DO IT! I DIDN'T!



YOU SHOULD BE MORE CAREFUL WHO YOU DO BUSINESS WITH, SANDERS--

--THE "**FIXER**" YOU HIRED TO DO US WAS VERY **EFFICIENT**-- HE **RECORDED** YOUR **PHONE CONVERSATION**! HE GAVE ME A **WRITTEN CONFESSION**!

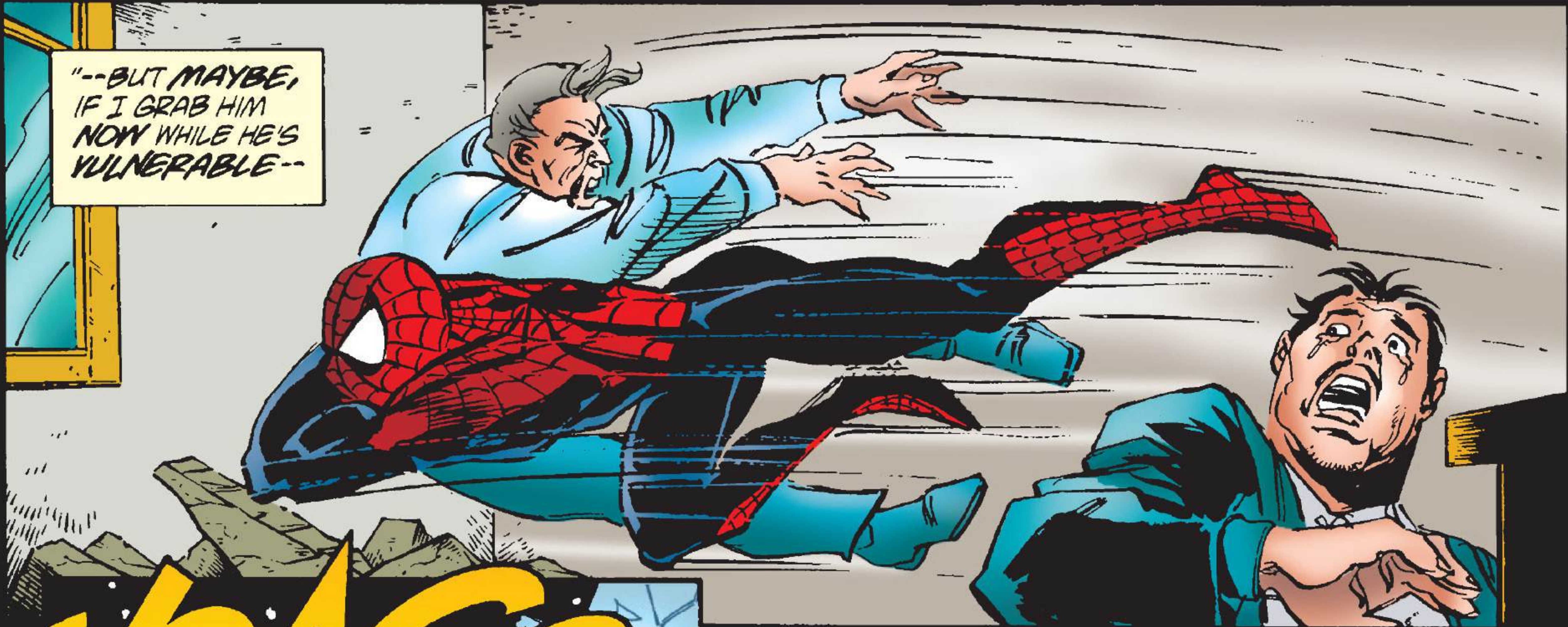


I'VE SPENT THE LAST MONTH **PULLING MYSELF TOGETHER** AND THEN **TRACKING HIM DOWN**! AND NOW--

"SO THAT'S THE DEAL..."

"NONETHELESS, I HAVE TO ACT **FAST**."

"AS THE **MONSTER**, THIS GUY CAN **HOUSE ME**--"



"--BUT MAYBE, IF I GRAB HIM NOW WHILE HE'S VULNERABLE--"

KRAASH



"--I CAN WEB A LITTLE SENSE INTO HIM!"



NOW...
IF YOU DECIDE TO GET BIG AND GOOEY, YOU'LL DISSOLVE RIGHT THROUGH THE WEBBING AND SPLATTER ALL OVER THE PAVEMENT.

OR...

YOU CAN CHILL FOR A MINUTE AND LISTEN TO WHAT I'M GONNA TELL YOU!



DAVID, IS IT...?--

--YOU GOT HIM, MAN! YOU'VE GOT HIM HARD!

WITH THE EVIDENCE YOU'VE GOT, SANDERS IS GOING TO BE CHECKING INTO THE CROWBAR HOTEL FOR A LONG TIME! THERE'S NO NEED TO--



NO! NO!
HE'S GOTTA
PAY!

HE CAN'T
BE ALLOWED TO
GET AWAY WITH
WHAT HE'S
DONE!

HE
DUMPED
HIS POISONS!
HE RAPED
THE LAND!
HE... HE...



... HE KILLED
MY BROTHER. HE
KILLED HANK.

I KNOW.
I'M
SORRY.

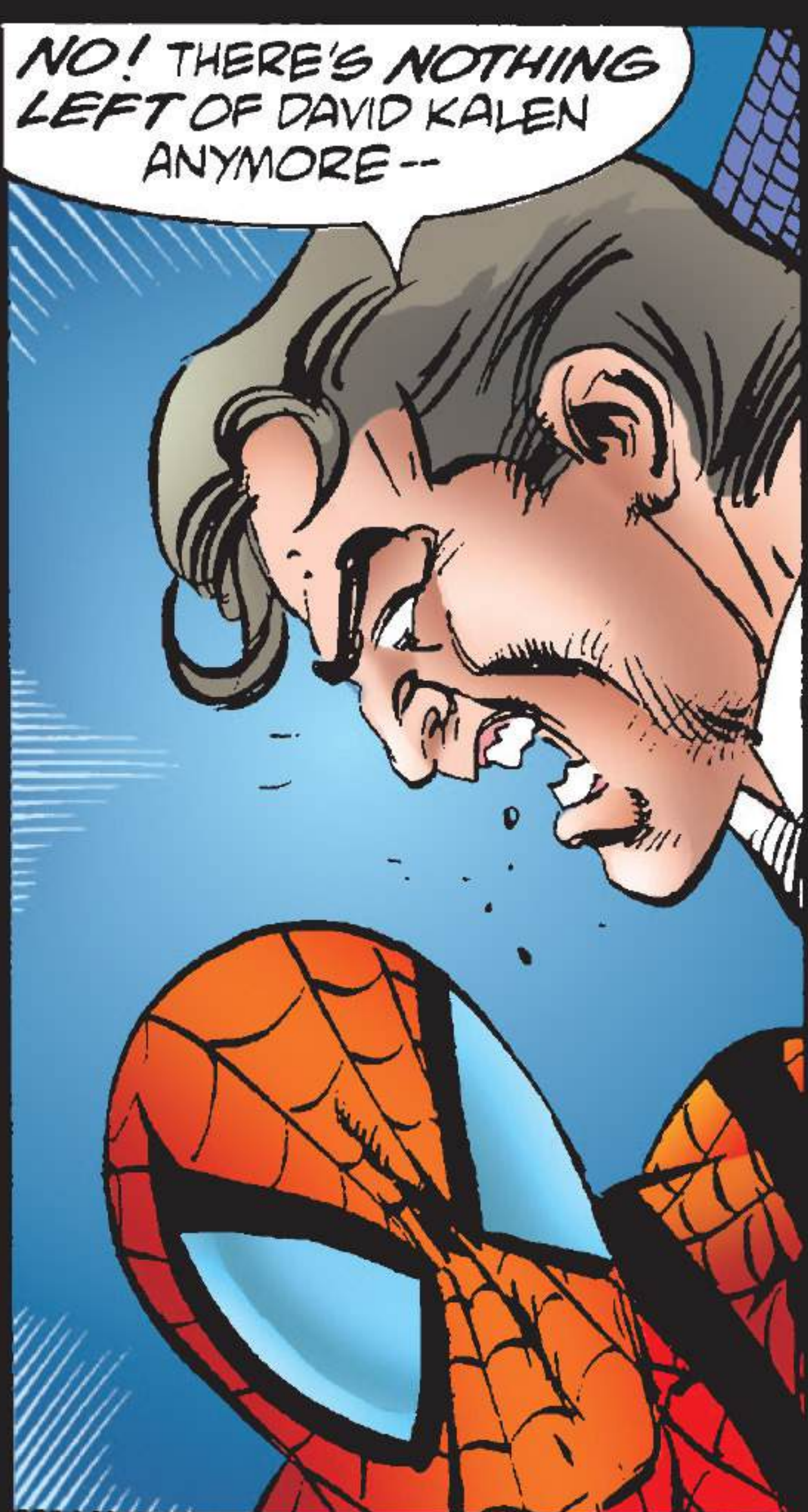


AND I KNOW HOW
TEMPTING IT IS TO
WANT TO CARRY OUT
JUSTICE YOURSELF--

--BUT FOR SOME
REASON YOU'VE BEEN
GIVEN THIS **POWER**, AND
YOU HAVE TO USE IT--

SANDERS!

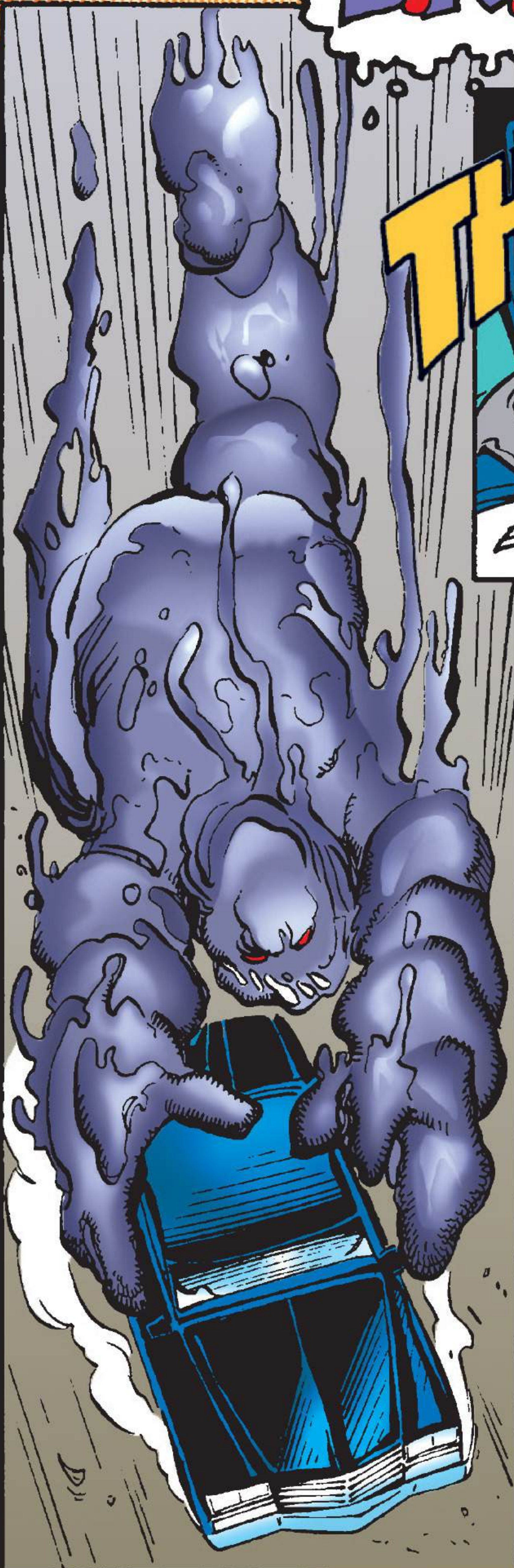
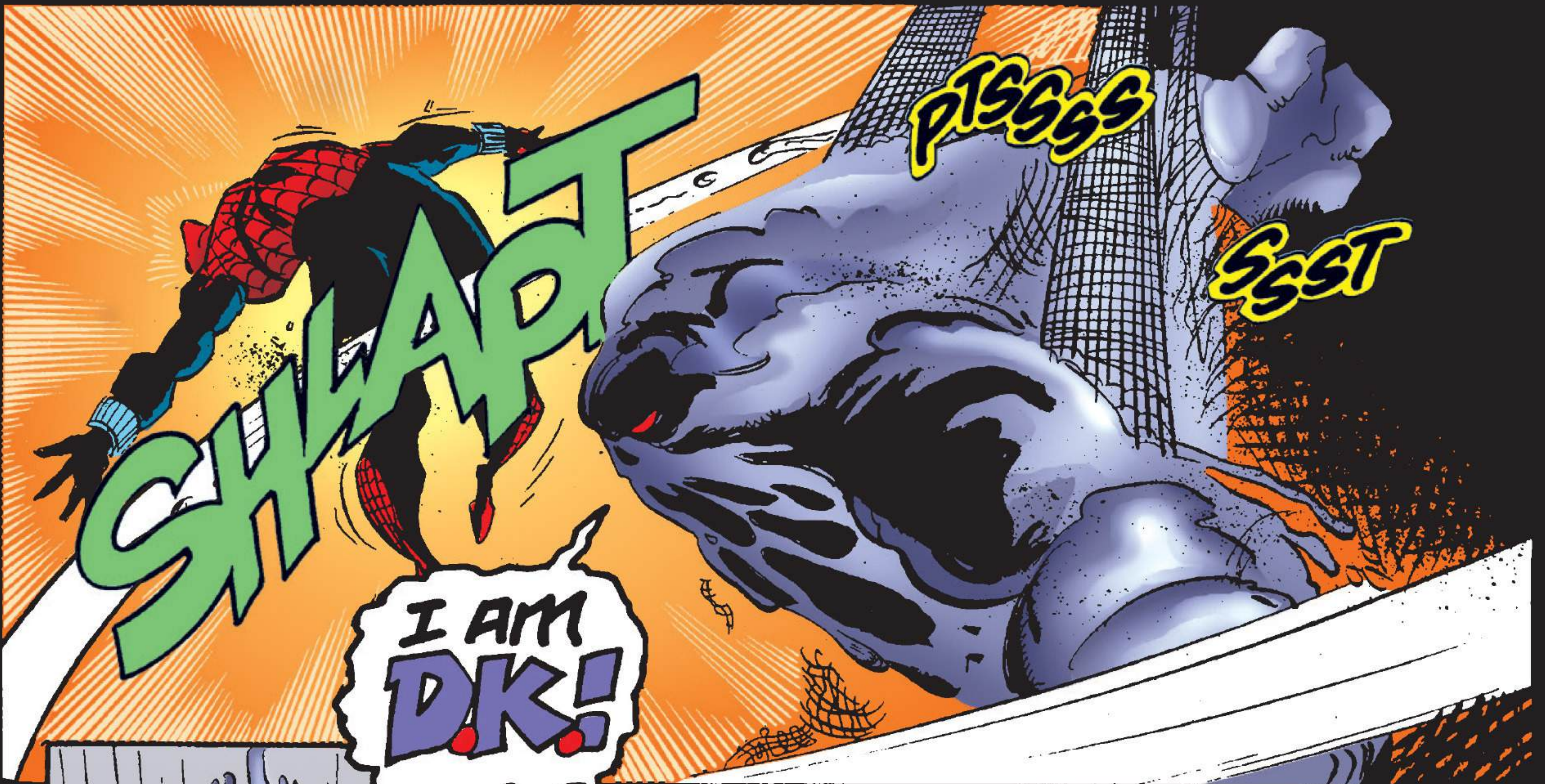
DAVID--
WAIT...!

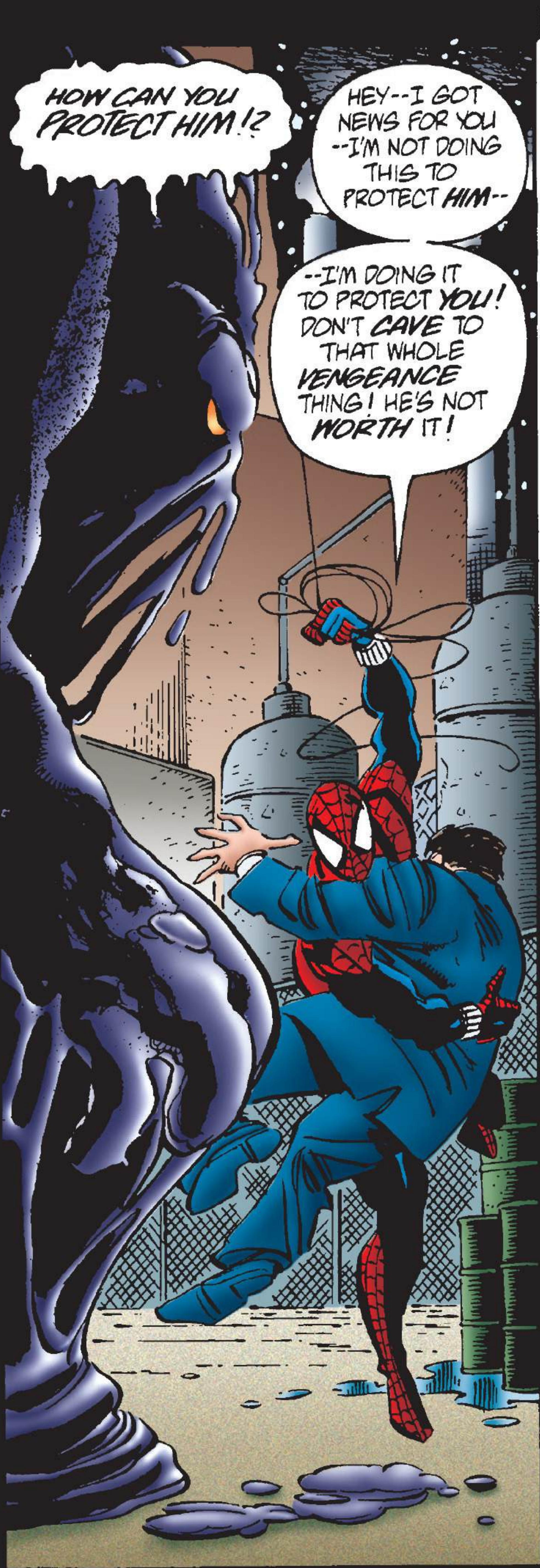


NO! THERE'S NOTHING
LEFT OF DAVID KALEN
ANYMORE--



--EXCEPT
MAYBE HIS
INITIALS!





HOW CAN YOU PROTECT HIM!?

HEY--I GOT NEWS FOR YOU --I'M NOT DOING THIS TO PROTECT HIM--

--I'M DOING IT TO PROTECT YOU! DON'T CAVE TO THAT WHOLE VENGEANCE THING! HE'S NOT WORTH IT!



MY DECISION TO MAKE, SPIDER --AND I WANT SANDERS--

--SO EITHER GET OUT OF THE WAY OR I'LL GO RIGHT THROUGH YOU!



Y'KNOW...I KNOW YOU COULD--



--BUT I DON'T THINK YOU WILL.



I'M...

...I'M SORRY.

I'VE BEEN TRYING TO TELL YOU, DAVE--

--YOU'RE BETTER THAN THAT.



WITH THE **EVIDENCE** YOU PUT TOGETHER AND YOUR **TESTIMONY**, SANDERS IS GONNA BE AWAY FOR A LONG TIME.

NOT ONLY FOR HIS **ENVIRONMENTAL** CRIMES--

--BUT FOR THE **MURDER** OF YOUR BROTHER, AS WELL!

DO YOU THINK YOU COULD... UM... **CHANGE**...?



THIS'LL PROBABLY BE EASIER IF YOU'RE NOT SO... **GOOPY**...!



THE **MUCK**'S MY NATURAL STATE NOW--

DAVID KALEN, THIS IS JOHN JAMESON AND ED WHELAN. THEY'RE FROM RAVENCROFT PSYCHIATRIC HOSPITAL. BELIEVE ME, I'M **SURE** THAT THEY CAN HELP YOU--

--MOSTLY BECAUSE THEY'VE BEEN IN **SIMILAR SITUATIONS** THEMSELVES!



--IT TAKES A LOT OF **EFFORT** TO BE DAVID, BUT...

LISTEN, SPIDER-MAN--**THANKS!** FOR SAVING SANDERS' LIFE --FOR SAVING MY LIFE--

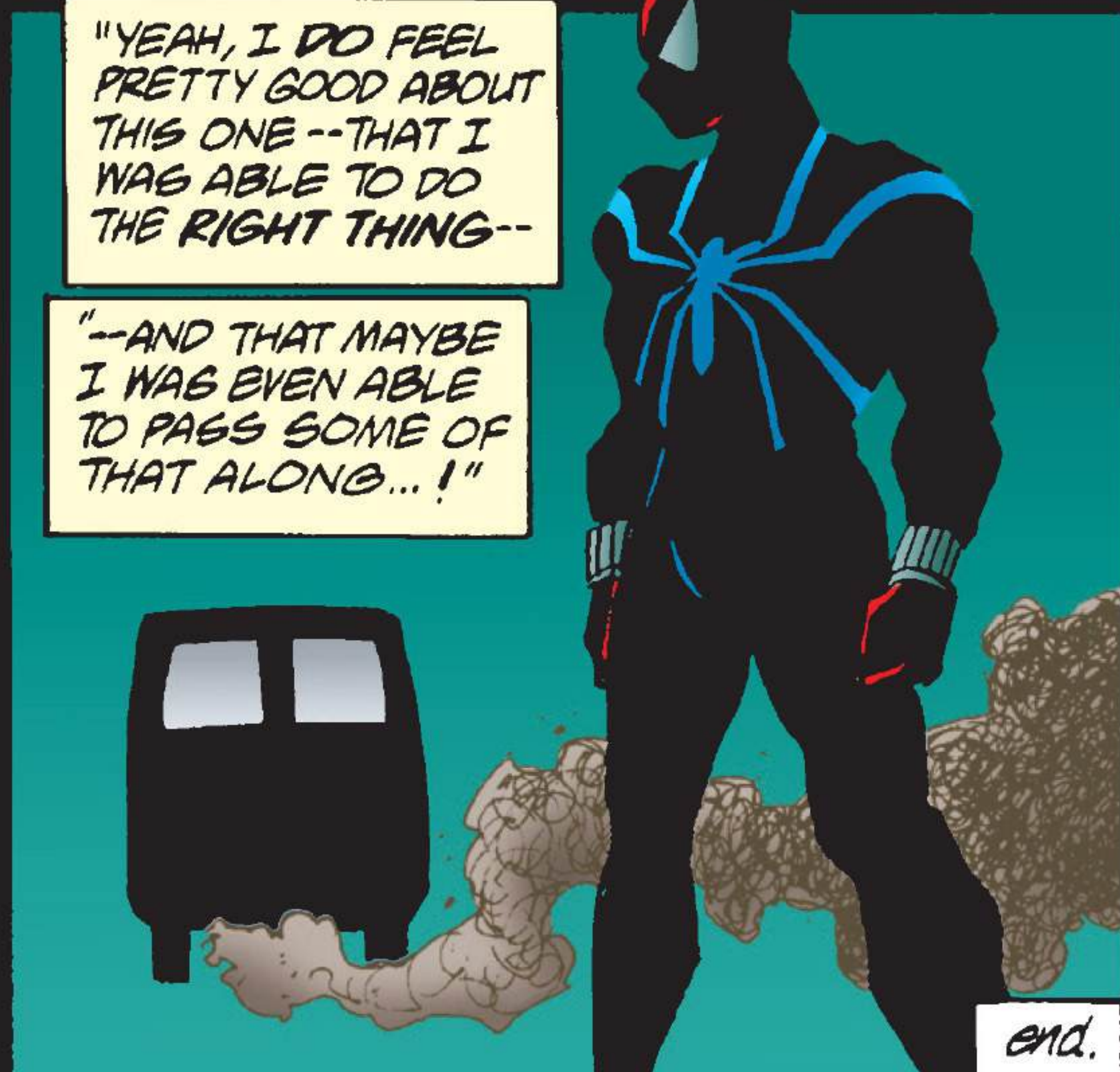
--FOR, Y'KNOW-- JUST **BEING THERE!**

I **OWE** YOU!



"YEAH, I DO FEEL PRETTY GOOD ABOUT THIS ONE --THAT I WAS ABLE TO DO THE **RIGHT THING**--

"--AND THAT MAYBE I WAS EVEN ABLE TO PASS SOME OF THAT ALONG...!"



end.



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GROUP

#1 IN A 2 ISSUE LIMITED SERIES!



SPIDER-MAN® PUNISHER®

FAMILY PLOT



Tom Lyle As
Scott Hanna

BONGIORNE

MANHATTAN. THE SAN GENARO NEIGHBORHOOD--A NEIGHBORHOOD SUPPOSEDLY CONTROLLED BY THE GERACI FAMILY. IT'S A CLEAR, CRISP DECEMBER EVENING. CHRISTMAS IS ON ITS WAY. IN THE AIR, CAN'T YOU JUST SMELL THE...

...GUNSMOKE?!?

MY DAD!! DON GERACI, THEY SHOT MY DAD!!

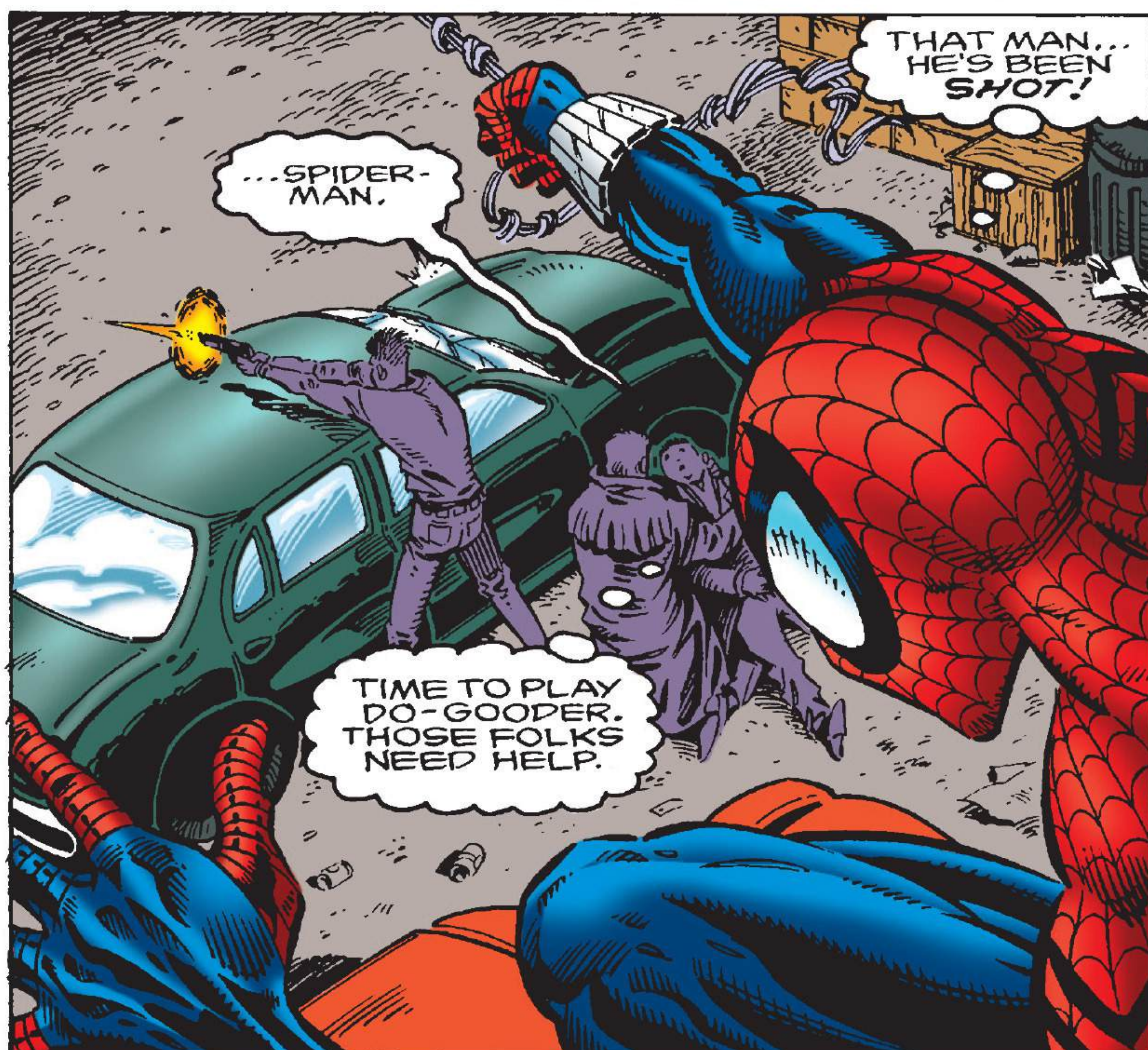
GEEZ, JEFF! WHO IS THIS GUY?!? HE'S GOT LIS PINNED DOWN WITH HIS SHOOTING.

BLAM BLAM BLAM

YEAH, WELL, YOU'RE THE ONE WHO MISSED THE EASY SHOT ON DON GERACI, MARLOWE. WE CAN'T EVEN DO A SIMPLE HIT RIGHT.

VINNIE, OH, VINNIE, NOT YOU FIRST...

D-DON GERACI... LOOK...



FAMILY PLOT

PART ONE:

THE FALL

TOM LYLE • WORDS
MCMANUS, HARRIS, MANLEY
& GIORDANO • PENCILS
EMBERLIN, BREEDING, IVY,
MANLEY, MILGROM & STARR
• INKS
JANICE CHIANG • LETTERS
MALIBU • COMPUTER COLOR
MARK BERNARDO • COLORS
TOM BREVOORT • EDITOR
BOB BUDIANSKY • EDITOR IN CHIEF

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IT HAD ALWAYS BEEN IN HIS NATURE... TO HELP PEOPLE, THAT IS.

THEN, HE ACQUIRED SOMETHING SPECIAL... THE POWERS WHICH ALLOWED HIM TO BECOME SPIDER-MAN.

WITH THAT CHANGE, HELPING PEOPLE ACHIEVED A WHOLE NEW LEVEL OF MEANING.

SO, WHEN HE SPOTS THE INJURED MAN IN NEED, IT'S SPIDER-MAN WHO ANSWERS THE CALL... NOT BEN REILLY.

BUT...

I GET REALLY TIRED OF PEOPLE I'M TRYING TO HELP SHOOTING AT ME.

HEY! CUT IT OUT! I'M HERE TO HELP.

NO ONE GETS KILLED WHILE I'M HERE, OKAY?

GET AWAY, THOSE GUYS SHOT MY FATHER. THEY'VE GOT TO DIE!!

YOU'RE INTERFERING IN FAMILY BUSINESS!!

IT BECOMES MY BUSINESS WHEN PEOPLE ARE SHOOTING AT EACH OTHER!

YOU!!

DON'T EVEN THINK ABOUT USING THAT GUN, OR YOU'LL END UP IN A WEB OVERCOAT, TOO.

UH-OH.

"MY OTHER TWO PLAYMATES SEEM TO BE TRYING TO RUN HOME TO THEIR MOTHERS."

"I DON'T HAVE TIME TO DEAL WITH THEM NOW, SO..."

...A SPIDER TRACER'LL HELP ME TRACK THEM DOWN AS SOON AS I'M FINISHED HERE.

"MISSED!!!"

"I LET THIS KNUCKLEHEAD KEEP ME OCCUPIED TOO LONG AND THAT GAVE THEM A GOOD HEAD START ON ME."

KNUCKLEHEAD?!?

WHO THE HECK DO YOU THINK YOU ARE, ANYWAY?!? YOU LOOK SORTA LIKE SPIDER-MAN, BUT--

I AM SPIDER-MAN. I CAME HERE TO HELP THIS HURT MAN.

NO. WE NEED NO HELP HERE.

THAT'S FOR SURE! WE DON'T WANT ANY HELP FROM YOUR KIND!!

SUIT YOURSELVES. I'M OUT OF HERE.

BESIDES, I HEAR SIRENS APPROACHING, SO THAT MAN WILL BE TAKEN CARE OF.

WHEEEEE O.O.O.O

I JUST GET BACK INTO TOWN FOR THIS?!? MY DAD GETS SHOT AND SPIDER-MAN GETS IN MY WAY.

SPIDER-MAN... YOU'LL PAY FOR THIS. THIS IS A MATTER OF FAMILY HONOR, NOW.

I'LL GET YOU AND THE GUYS THAT SHOT MY DAD, IF IT'S THE LAST FREAKIN' THING I DO.

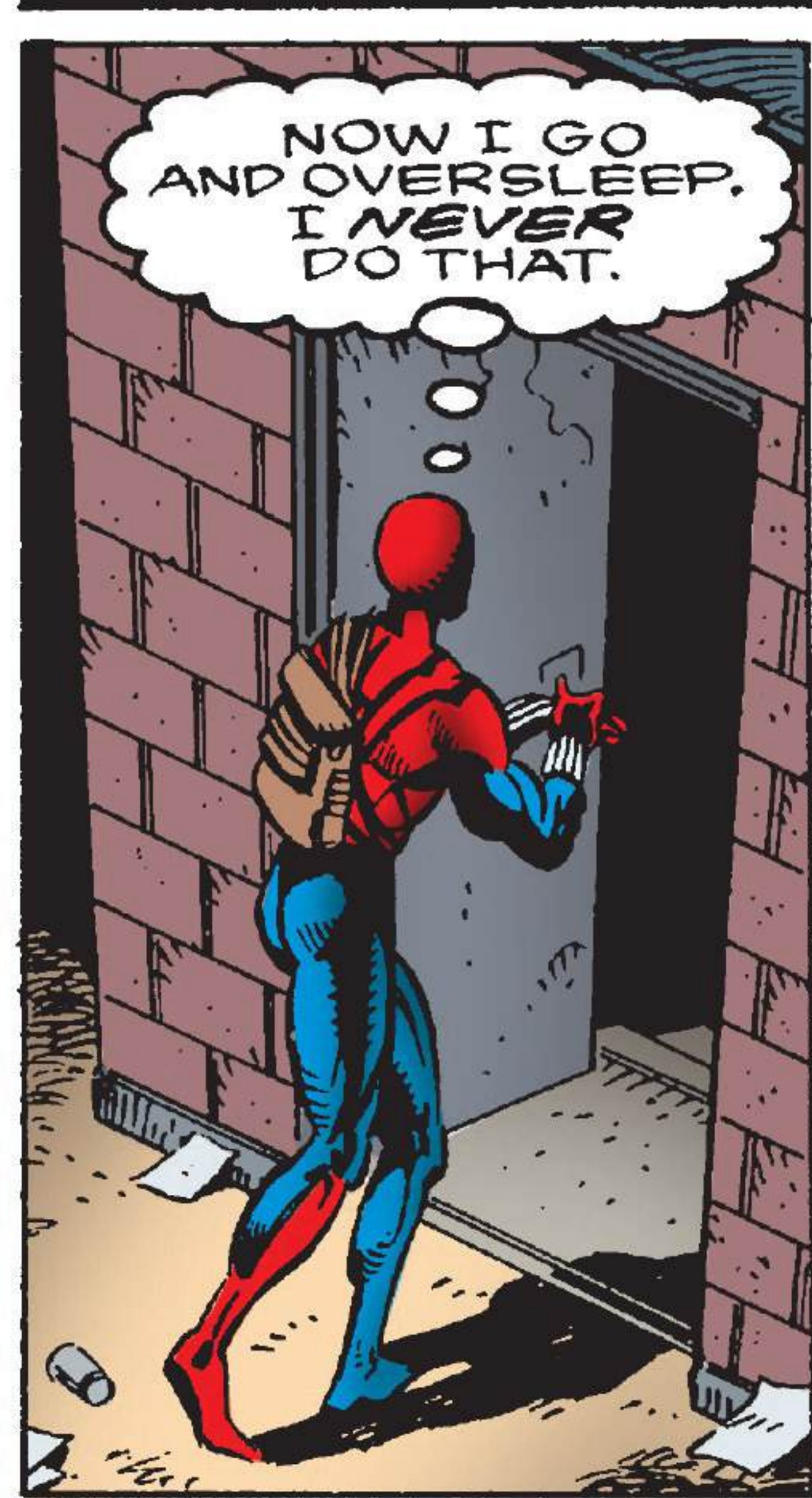
THE NEXT
MORNING.

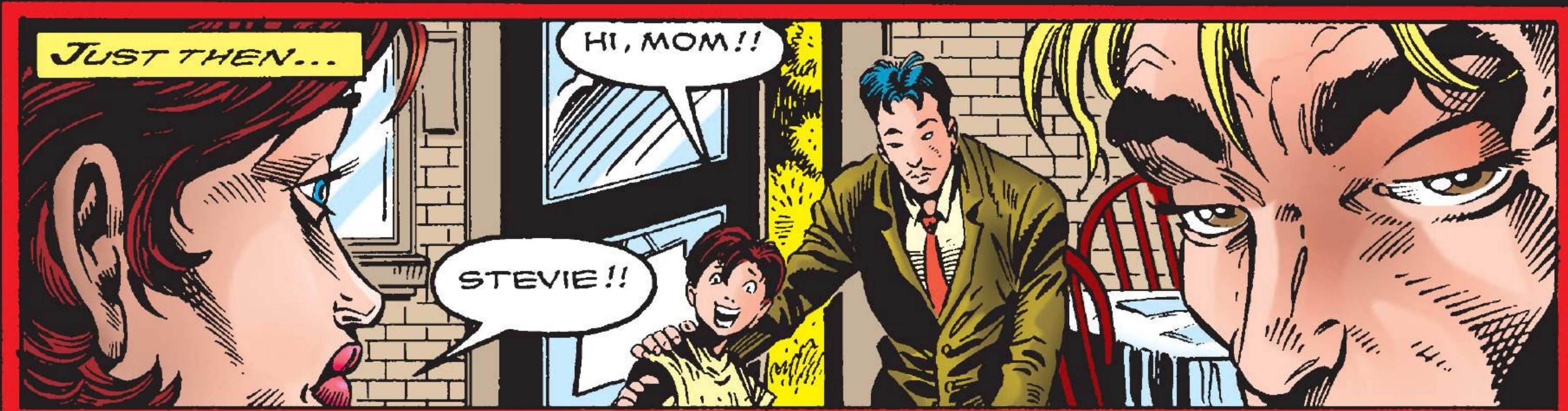
8:30 A.M.



MOVE
IT, REILLY!
MOVE
IT!!

PEOPLE ARE
COUNTING
ON YOU!





JUST THEN...

HI, MOM!!

STEVIE!!

WELL, IF IT ISN'T KATHY SOMERS, MY FAVORITE EX-WIFE.

HELLO, STEVE.

I BROUGHT STEVIE BACK THIS MORNING, JUST LIKE I SAID I WOULD.

MOM! DAD'S GONNA GIVE ME A KEY TO HIS PLACE, SO I CAN VISIT THERE ANY TIME. I WANT. ISN'T THAT GREAT?!?

HI, STEVIE. I MISSED YOU SO MUCH THIS WEEKEND.



WHO IS THIS GUY?!?

HE'S MAKING MY SPIDER SENSE GO OFF LIKE CRAZY.



HE LOOKS REALLY FAMILIAR, TOO. CAN'T PLACE WHERE I'VE SEEN HIM BEFORE, THOUGH.



BEN... COME OVER HERE AND MEET MY SON.

HI, STEVIE.

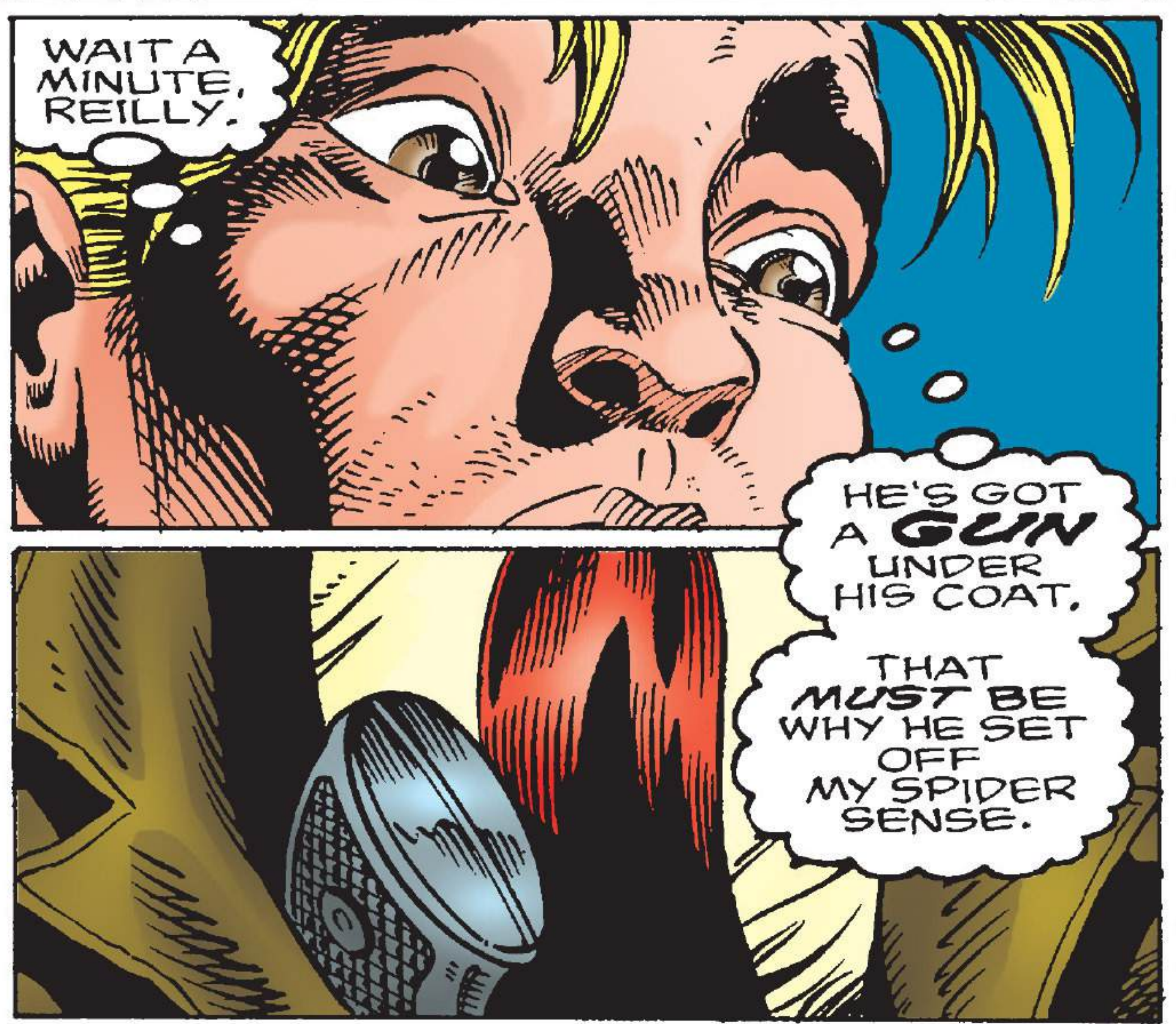
I GUESS THAT I SHOULD INTRODUCE MY EX-HUSBAND STEVE MARLOWE, TO YOU, TOO.



HI, STEVE.
I'M BEN.

BEN
REILLY.
I---

YEAH.
GREAT. NICE TO
MEET YOU.



WAIT A
MINUTE,
REILLY.

HE'S GOT
A **GUN**
UNDER
HIS COAT.

THAT
MUST BE
WHY HE SET
OFF
MY SPIDER
SENSE.



LISTEN, I KNOW
IT'S **TECHNICALLY**
NONE OF MY
BUSINESS, BUT IS
THERE A REASON
FOR YOU TO BE
CARRYING A GUN?



GUN?!? THERE'S
NO **GUN** HERE.
YOUR EYES MUST
BE BLURRY FROM
SNIFFING
COFFEE
FUMES ALL
DAY LONG.

BUT,
DADDY--



I CAN'T **BELIEVE**
YOU'RE CARRYING
A WEAPON AROUND
OUR SON!! DON'T YOU
EVER DO THAT
AGAIN!!

DON'T YOU
TRY AND
BOSS ME
AROUND...

I THINK YOU'D
BETTER LEAVE.



YOU...

HEY!

THIS WOULDN'T
HAVE HAPPENED
IF YOU'D KEPT
YOUR MOUTH SHUT.

DODGE ALL YOU
WANT, REILLY. YOU'RE
GONNA PAY FOR
FLAPPIN' YOUR GUMS
TOO MUCH.

I DON'T
THINK
SO.

SWACKK!!

QUIT
PICKING ON
MY DADDY!
LEAVE HIM
ALONE!

STEVIE--
I--I
DIDN'T
MEAN--

IT'S OKAY,
STEVIE. I COULD
BEAT HIM, BUT I
GOT BUSINESS TO
TAKE CARE OF.
I DON'T GOT TIME
FOR THIS CLOWN.

CALL ME ALL
THE NAMES YOU
WANT, BUD, BUT
I *KNOW* I'VE
SEEN YOU SOME-
PLACE BEFORE,
AND IT WASN'T
AT A LADIES
AUXILIARY
MEETING.

I THINK I NEED
TO LEARN SOME
MORE ABOUT
STEVE MARLOWE.

ELSEWHERE...

THIS IS **NOT** THE KIND OF BUSINESS WE SHOULD BE **WASTING** OUR TIME ON, DON GERACI!!!

FRANK, I KNOW THE PUNISHER IS NEW TO THE WAYS OF THE "FAMILY," SO I WILL ALLOW YOU YOUR COMPLAINT.

HOWEVER--**THIS** IS A MATTER OF PRIDE. IT CANNOT BE IGNORED.

AN ATTEMPT WAS MADE ON MY LIFE, AND A VALUABLE MEMBER OF OUR FAMILY WAS WOUNDED IN THAT INCIDENT.

I UNDERSTAND DON GERACI, BUT...

DON'T INTERRUPT ME BEFORE I FINISH.

WE WANTED **YOU** TO LEAD US SO THAT THE OTHER FAMILIES WOULD QUIT PERCEIVING US AS WEAK, WITH AN OLD MAN AT THE HELM.

HOW DO YOU THINK THOSE OTHER FAMILIES WILL TREAT US IF WE SHOW NO **PRIDE** AS WELL? WE **MUST** TAKE SOME ACTION HERE.

AS A **GESTURE** TO YOU, I'LL ALLOW THIS TO BECOME A VOTING MATTER FOR THE ENTIRE FAMILY. I THINK YOU MIGHT BE SURPRISED BY THE OUTCOME.

JOEY GERACI CAN FEEL THE OTHERS' DISLIKE FOR HIM-- ESPECIALLY THE ASIAN, KIM SUNG YOUNG, AND THE OTHER HORSEMAN, MR. HALFTREE.

HE KNOWS THEY THINK HE'S TOO YOUNG TO BE THE DON.

BUT, STILL, HE PRESSES HIS POINT.

I'M TELLING YOU GUYS, HE MUST BE GOTTEN RID OF PERMANENTLY.

AND I NEED YOUR SUPPORT IF IT'S GONNA HAPPEN.

JOEY, LOOK. I MEAN NO DISRESPECT, BUT YOU AIN'T THE DON -YET- AND I THINK YOUR ISSUE IS A DIVERSION FROM FINDING AND DEALING WITH WHOEVER TRIED TO "HIT" DON GERACI.

DON'T REMIND ME!!

THE DEAL I MADE WASN'T SUPPOSED TO INVOLVE AN ATTEMPT TO KILL DON GERACI.

NOT A MEMBER OF THE FAMILY.

HEY, JOEY, DON'T LOOK SO CRUSHED. IT'S NOT THAT I DON'T MAYBE AGREE WITH YOU THAT HE DOES NEED TO BE ELIMINATED. IT'S JUST...

THEIR DISCUSSION IS BROUGHT TO A SCREECHING HALT BY THE APPEARANCE OF VINNIE BARBAROSSA...

VINNIE. YOU LOOK GOOD FOR A MAN THAT'S BEEN SHOT. I'M GLAD THAT YOU'RE UP AND AROUND ALREADY.

YEAH, WELL, IT WASN'T MY TIME YET. JUST ANOTHER DAY ON THE JOB FOR DON GERACI.

YOU GUYS GET ON IN HERE. WE GOT A FAMILY MATTER TO VOTE ON.

A SHORT
TIME
LATER...

SO THAT'S
THE WAY IT'S
GOING TO
BE, EH?

MAJORITY
RULES. THE
MEMBERS OF
THE FAMILY
HAVE
SPOKEN.

JUST BECAUSE
THE VOTE WENT AGAINST
YOU DOESN'T MEAN
YOU'RE NOT IN CHARGE...
OR THAT YOU DON'T
HAVE OUR RESPECT.

I DON'T
WANT THIS.
I DON'T
WANT TO
KILL...

...SPIDER-
MAN!!



IT'S A MATTER OF
HONOR AND PRIDE.
WE'VE GOT TO SHOW
EVERYONE OUT THERE
THAT WE MEAN
BUSINESS!!

I ALREADY
HEARD ALL
THAT BEFORE
THE VOTE,
LESLIE.

JUST
BECAUSE I
DISAGREE...

"...IT DOESN'T MEAN
THAT THE PUNISHER
WON'T DO THE JOB."

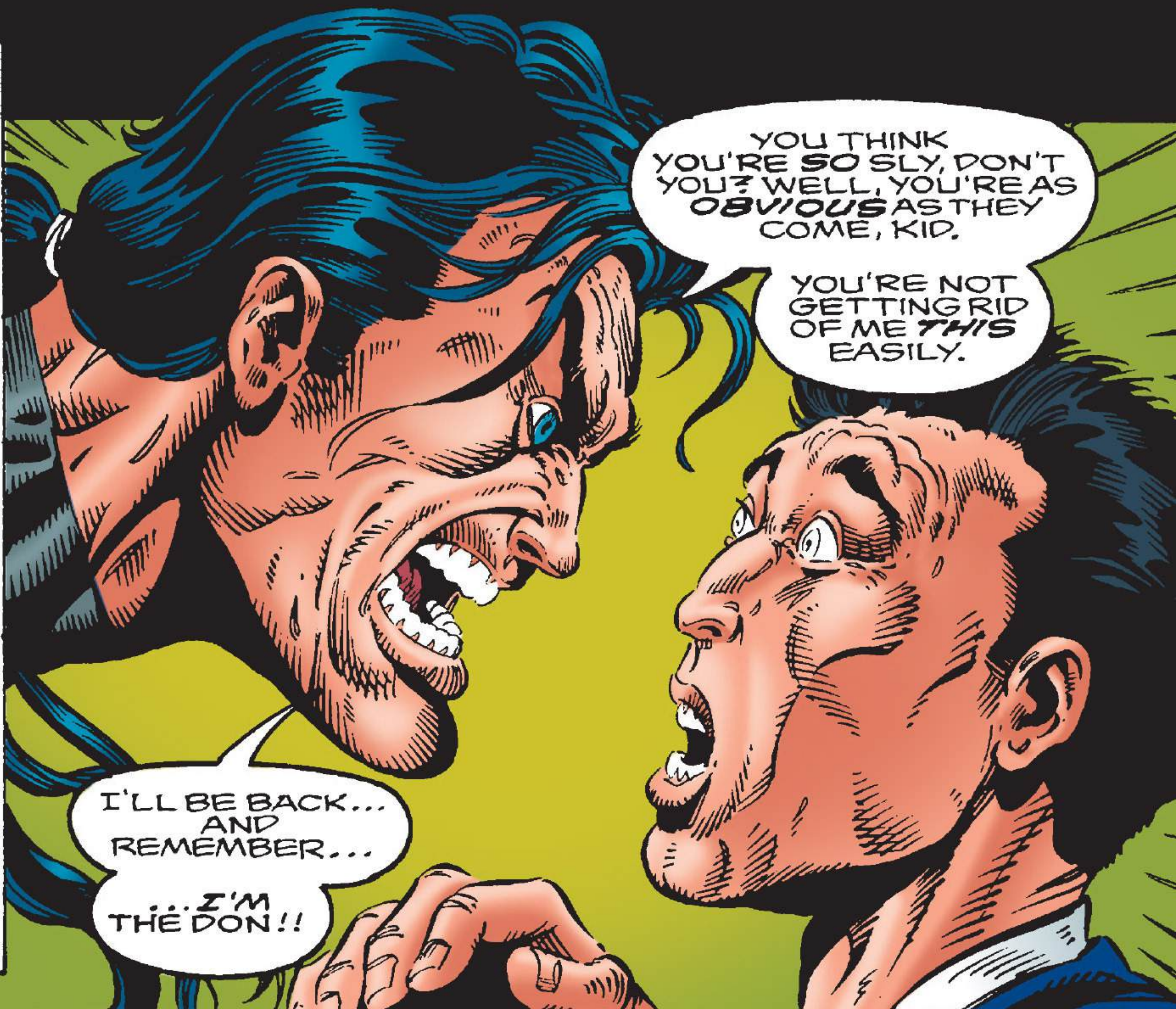
WHAT'S
THE MATTER,
CASTLE? YOU AFRAID
THAT YOU'RE GONNA
FAIL... OR GET
ARRESTED? THAT
WOULD MAKE ME
NEXT IN LINE TO BE
THE DON.

JOEY.
JOEY
GERACI.

SO
PREDICTABLE.

YOU TWO... GET LOST!
YOUNG MASTER GERACI
AND I HAVE SOME
PRIVATE BUSINESS TO
ATTEND TO.

YESSIR!



"I'M THE DON!"

THOSE WORDS STILL RING IN HIS EARS. IT SOUNDS SO WRONG.

THROUGH THIS WHOLE CHAIN OF EVENTS-- THE ODD SITUATION OF BEING THE HEAD OF AN ORGANIZED CRIME FAMILY-- THE ONLY THING THAT HAS FELT RIGHT TO FRANK CASTLE HAS BEEN PUTTING ON HIS UNIFORM.

WHEN HE BECOMES-- THE PUNISHER!!

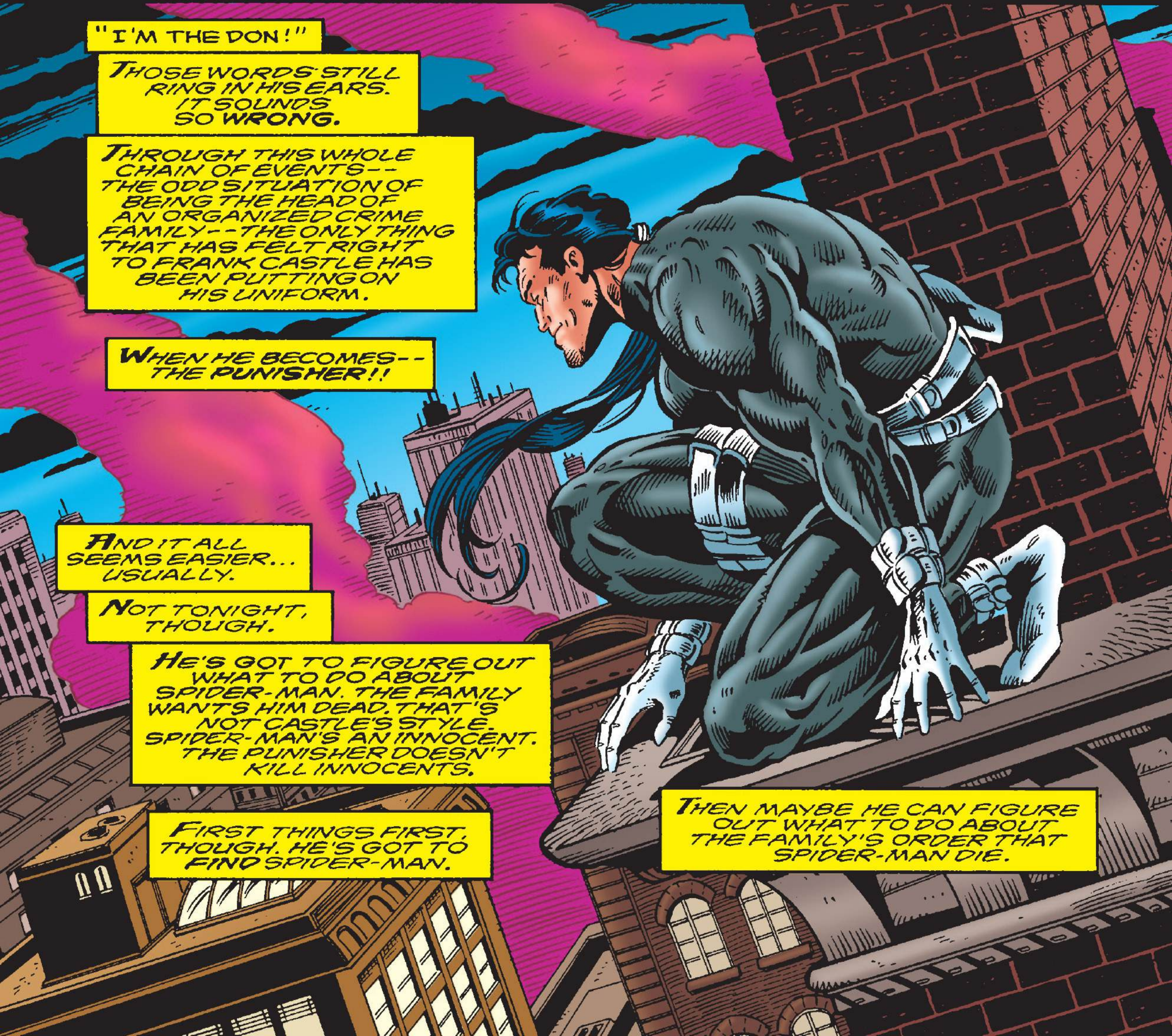
AND IT ALL SEEMS EASIER... USUALLY.

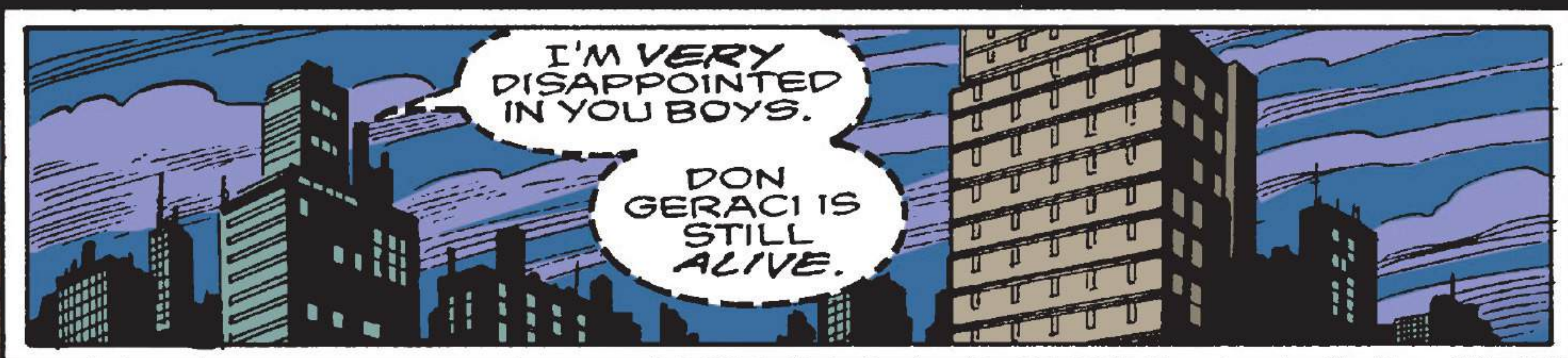
NOT TONIGHT, THOUGH.

HE'S GOT TO FIGURE OUT WHAT TO DO ABOUT SPIDER-MAN. THE FAMILY WANTS HIM DEAD. THAT'S NOT CASTLE'S STYLE. SPIDER-MAN'S AN INNOCENT. THE PUNISHER DOESN'T KILL INNOCENTS.

FIRST THINGS FIRST, THOUGH. HE'S GOT TO FIND SPIDER-MAN.

THEN MAYBE HE CAN FIGURE OUT WHAT TO DO ABOUT THE FAMILY'S ORDER THAT SPIDER-MAN DIE.





I'M **VERY** DISAPPOINTED IN YOU BOYS.

DON GERACI IS STILL **ALIVE**.

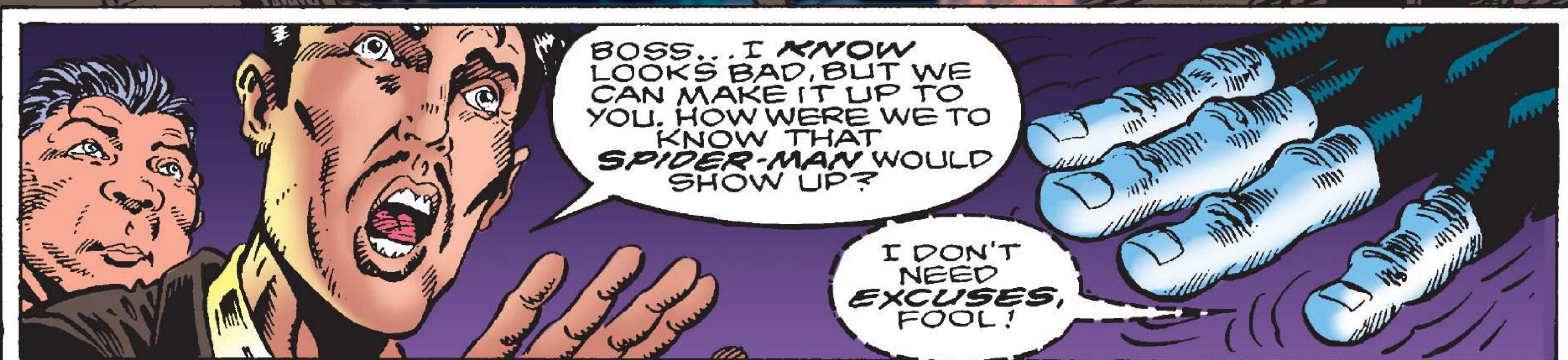


JEFF PHELPS AND STEVE MARLOWE-- DESTINED TO BE REMEMBERED AS THE MEN WHO BUNGLED THE GERACI HIT FOR ME.

YES, GROVER, YOUR PLAN WAS A GOOD ONE. I JUST SENT **IDIOTS** TO CARRY IT OUT.

IT WAS SUCH A SIMPLE CLEAN PLAN.

DO YOU KNOW HOW THAT MAKES **ME** LOOK, BOYS?



BOSS... I **KNOW** LOOKS BAD, BUT WE CAN MAKE IT UP TO YOU. HOW WERE WE TO KNOW THAT **SPIDER-MAN** WOULD SHOW UP?

I DON'T NEED **EXCUSES**, FOOL!



TO BECOME THE NEW CRIME BOSS OF NEW YORK CITY, I NEED **RESULTS...** NOT EXPLANATIONS.

NOT ONLY HAVE YOU TWO FAILED ME, BUT YOU DIDN'T EVEN HAVE THE NERVE TO COME AND FACE ME AFTERWARDS.

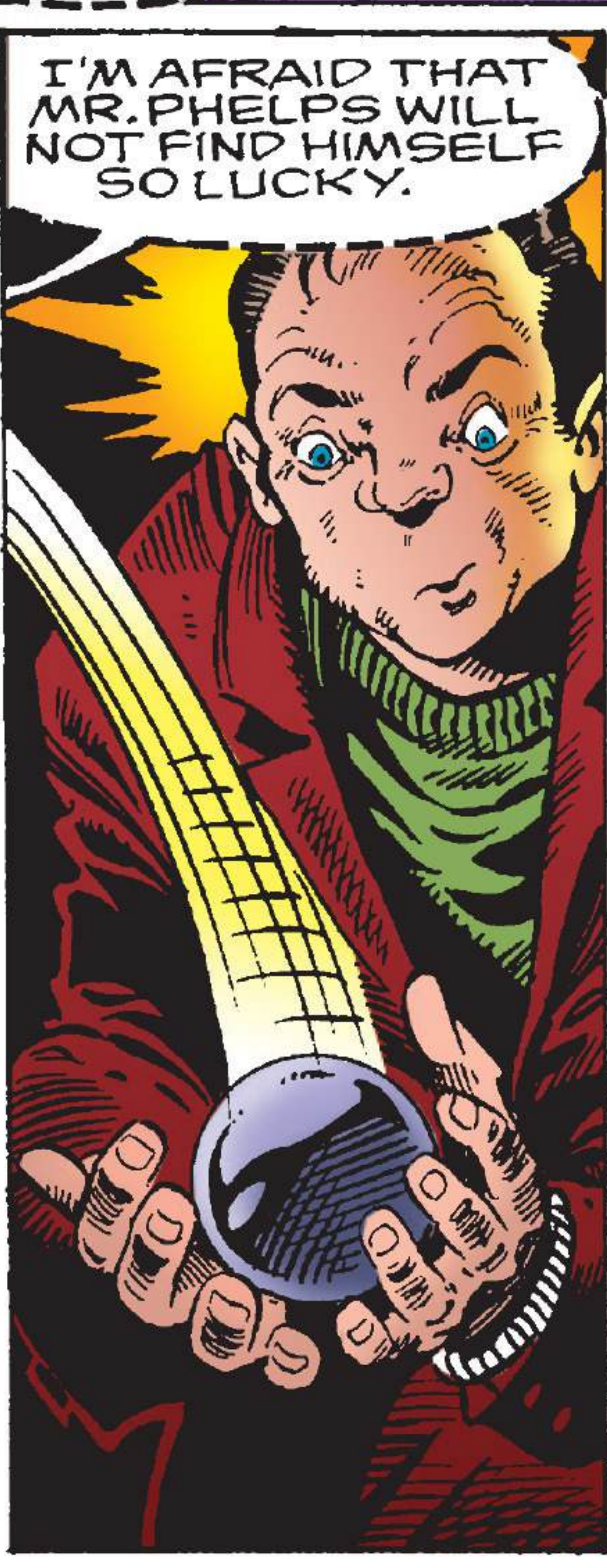
YEAH. WHAT WUSSES!!



I HAD A KID AT HOME TO TAKE CARE OF, BOSS.

MARLOWE'S A **FAMILY** MAN, GROVER. I THINK THAT COUNTS IN HIS FAVOR, DON'T YOU?

YOU BET, BOSS.



I'M AFRAID THAT MR. PHELPS WILL NOT FIND HIMSELF SO LUCKY.



Wh...!!





NO.
WAIT.

STOP GROVELING,
MARLOWE. YOU'RE
A *FAMILY MAN*.
REMEMBER? THAT
EARNS YOU
A REPRIEVE--
THIS TIME.

BUT--



YOU SEE
THIS SPHERE,
MARLOWE?

Y-YEAH.



UNLIKE
THE SPHERE
THAT YOUR LATE,
LAMENTED
PARTNER,
MR. PHELPS JUST
ENCOUNTERED...



... *THIS*
ONE'S A
BOMB!!

YOU FOUL UP
AGAIN, AND
I'LL TIE IT
AROUND
YOUR NECK
AND ~~TOSS~~ YOU
OFF OF
MY BALCONY.

IT'S GOT A DELAYED
FUSE, SO YOU'LL HAVE
TIME TO DECIDE WHICH
IS WORSE-- HITTING
THE STREET OR
BLOWING UP.

WITH *THAT* AS
YOUR INCENTIVE, DO
YOU THINK YOU CAN
HANDLE THE OTHER
JOB WE TALKED
ABOUT EARLIER
ALL BY YOURSELF?

SURE,
BOSS--NO
PROB.

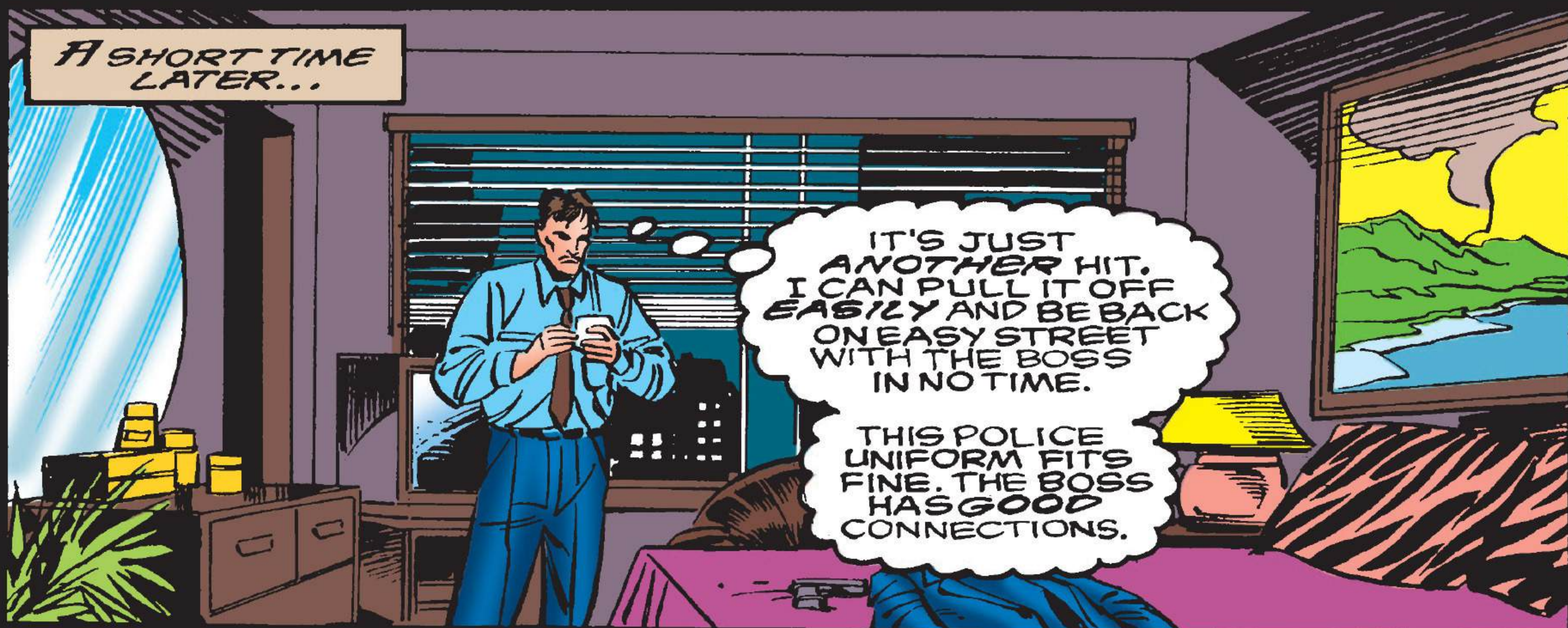
I HOPE HE
CAN'T SEE
HOW MUCH
MY HANDS
ARE
SHAKING.



SHOOT.
BOSS. I WANTED
TO KNOW WHAT
FRIED
MARLOWE
SMELLS LIKE.

THERE'D
BETTER *NOT*
BE ANY
PROBLEMS.

I *WON'T*
FAIL.
I CAN'T.



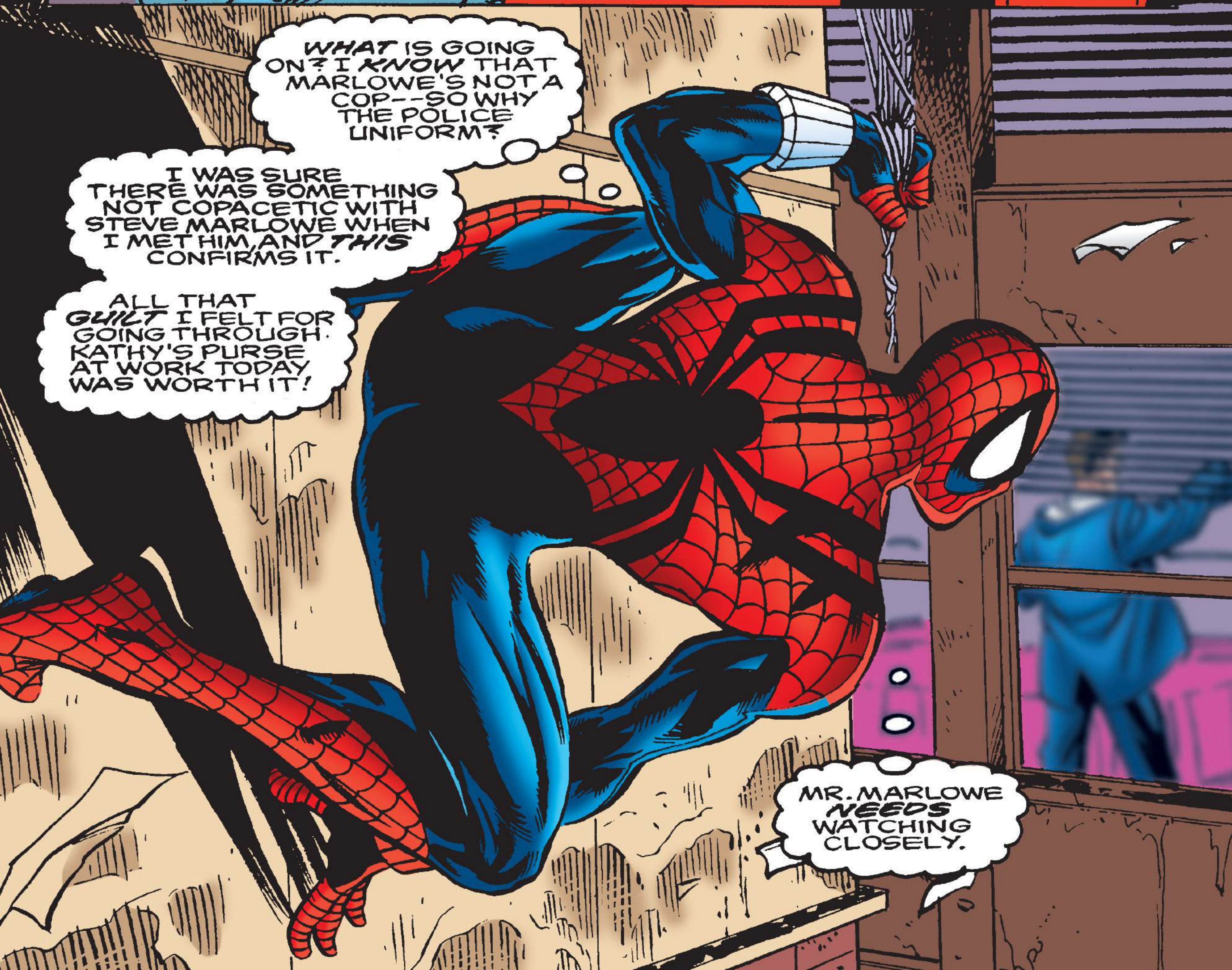
A SHORT TIME
LATER...

IT'S JUST
ANOTHER HIT.
I CAN PULL IT OFF
EASILY AND BE BACK
ON EASY STREET
WITH THE BOSS
IN NO TIME.

THIS POLICE
UNIFORM FITS
FINE. THE BOSS
HAS GOOD
CONNECTIONS.



A ROUND'S ALREADY
CHAMBERED -- FULL
CLIP IN THE GUN.
WE'RE READY.

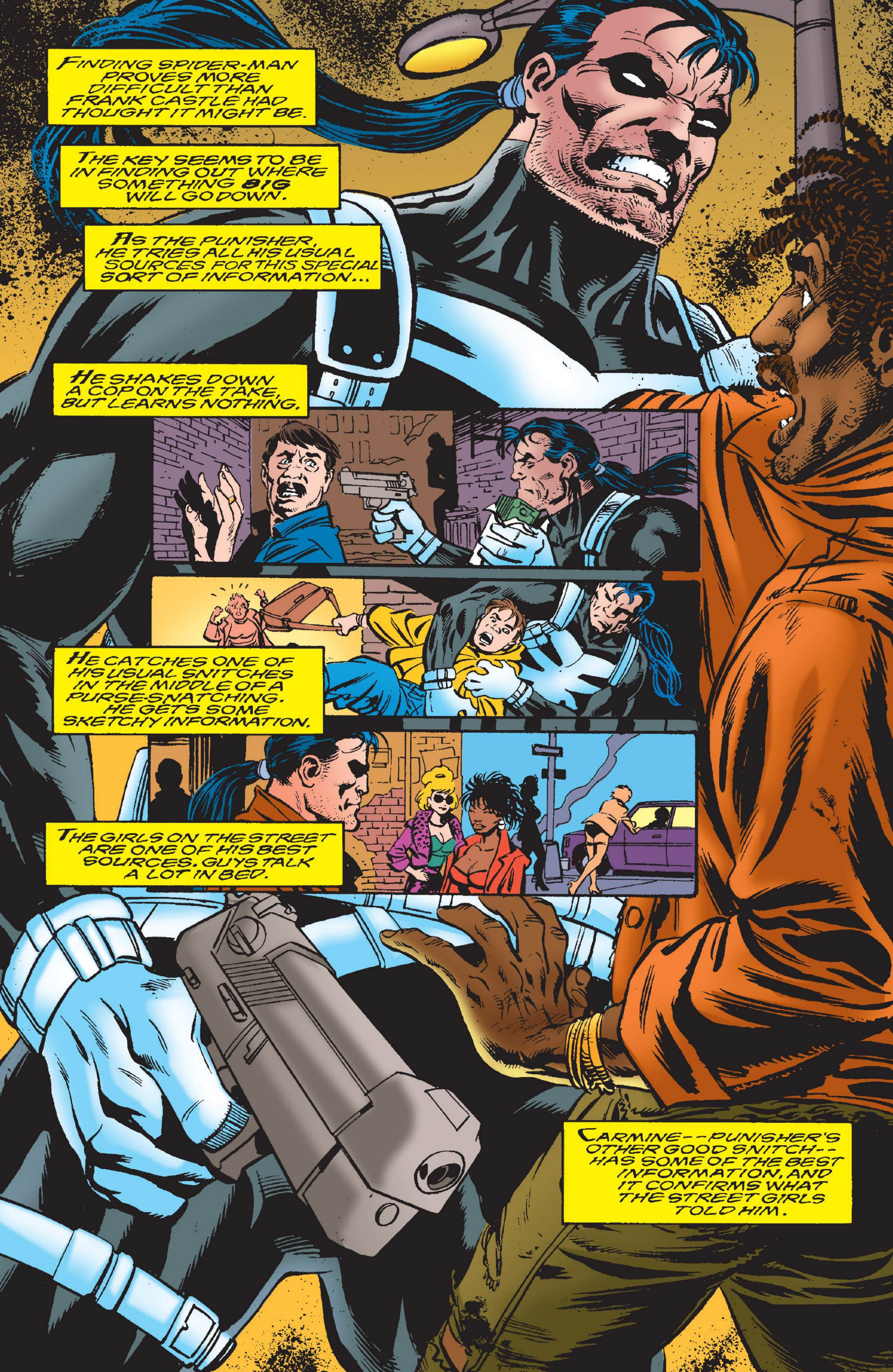


WHAT IS GOING
ON? I KNOW THAT
MARLOWE'S NOT A
COP -- SO WHY
THE POLICE
UNIFORM?

I WAS SURE
THERE WAS SOMETHING
NOT COPACETIC WITH
STEVE MARLOWE WHEN
I MET HIM, AND THIS
CONFIRMS IT.

ALL THAT
GUILT I FELT FOR
GOING THROUGH
KATHY'S PURSE
AT WORK TODAY
WAS WORTH IT!

MR. MARLOWE
NEEDS
WATCHING
CLOSELY.



FINDING SPIDER-MAN
PROVES MORE
DIFFICULT THAN
FRANK CASTLE HAD
THOUGHT IT MIGHT BE.

THE KEY SEEMS TO BE
IN FINDING OUT WHERE
SOMETHING BIG
WILL GO DOWN.

AS THE PUNISHER,
HE TRIES ALL HIS USUAL
SOURCES FOR THIS SPECIAL
SORT OF INFORMATION...

HE SHAKES DOWN
A COP ON THE TAKE,
BUT LEARNS NOTHING.



HE CATCHES ONE OF
HIS USUAL SNITCHES
IN THE MIDDLE OF A
PURSE-SNATCHING.
HE GETS SOME
SKETCHY INFORMATION.



THE GIRLS ON THE STREET
ARE ONE OF HIS BEST
SOURCES. GUYS TALK
A LOT IN BED.



CARMINE--PUNISHER'S
OTHER GOOD SNITCH--
HAS SOME OF THE BEST
INFORMATION, AND
IT CONFIRMS WHAT
THE STREET GIRLS
TOLD HIM.

THE "HIT" ON DON GERACI WAS JUST THE BEGINNING. WORD HAS IT THAT MORE HITS ARE TO COME.

THE NAME MOST REPEATED AS THE NEXT TARGET IS VINCE WILLIAMS-- THE CHIEF OF POLICE.

SO CASTLE TAKES UP RESIDENCE ON THE ROOF OF THE BUILDING ACROSS FROM THE CHIEF'S APARTMENT.

IF--NO, **WHEN** SPIDER-MAN SHOWS, I'LL HAVE TO FIGURE HOW I'M GOING TO RESOLVE THE ISSUE OF THE FAMILY'S "KILL" ORDER.

ABOUT **TIME**, MAN. I THOUGHT CASTLE WAS **NEVER** GONNA LIGHT SOMEWHERE.

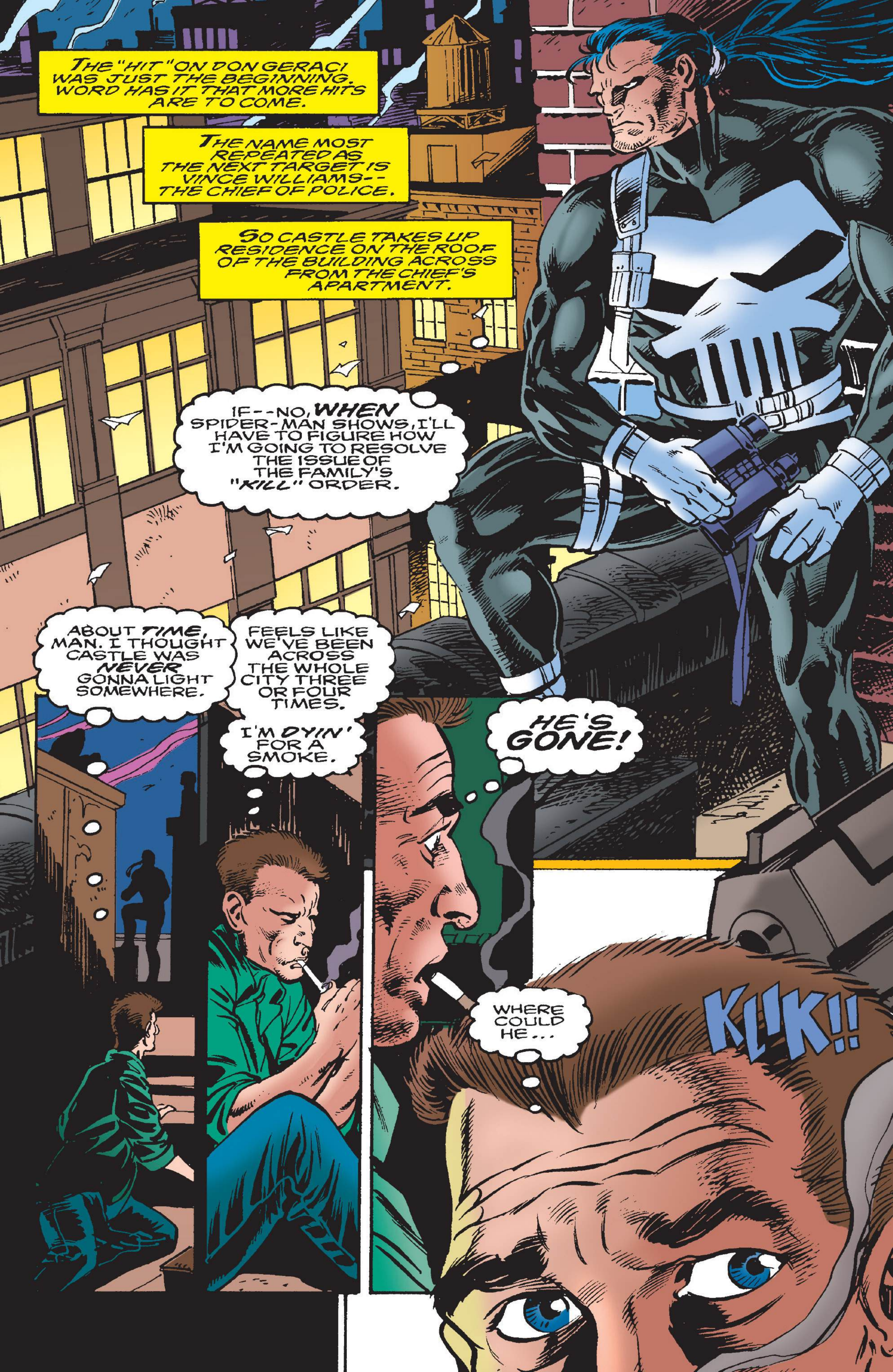
FEELS LIKE WE'VE BEEN ACROSS THE WHOLE CITY THREE OR FOUR TIMES.

I'M **DYIN'** FOR A SMOKE.

HE'S GONE!

WHERE COULD HE...

KUK!!



MONOLITHIC.

THAT'S THE BEST WAY TO DESCRIBE THE PUNISHER'S APPEARANCE, IF YOU'RE EVER UNFORTUNATE ENOUGH TO ENCOUNTER HIM.

UH...
UH...

AND THAT'S THE WAY PUNISHER SEEMS TO THIS LONE, UNFORTUNATE MAN TONIGHT...

YOU'RE VINNIE BARBAROSSA'S KID, MARIO, AREN'T YOU?

Y-YEAH.

SO--SOMEONE IN THE **FAMILY** HAD ME FOLLOWED.

HOW'D YOU KNOW YOU WERE BEING FOLLOWED?

GIVE ME A **BREAK**. YOU GUYS ARE **ALL** AMATEURS.



WHO IN THE GERACI FAMILY HAD ME FOLLOWED?

I AIN'T TALKING.

OH... HE'S A COOL ONE, NOW.

IF I AIM HERE, AND PULL THE TRIGGER... YOU WON'T DIE. OH, NO.

BUT THERE ARE NERVE CLUSTERS HERE. LOTS OF THEM-- AND YOU WOULDN'T BELIEVE THE PAIN IT CAUSES.

WHEN I GET TO ZERO, I'M GOING TO PULL THE TRIGGER.

FIVE.

FOUR.

THREE.

TWO.

ONE--

--ZER--

DON GERACI!
IT WAS DON GERACI WHO HAD ME FOLLOW YOU.

GOOD BOY.

NOW GO HOME AND TELL THE DON TO LET ME DO MY BUSINESS MY WAY OR I'LL HAVE TO RETHINK MY ARRANGEMENT AS TO WHOM I'M WORKING FOR.

AND IF I SEE YOU TAILING ME AGAIN... YOU WON'T NEED TO BE NERVOUS OR AFRAID.

YOU'LL BE DEAD!!

CRIP

NEARBY...

I'VE BEEN FOLLOWING MARLOWE FOR TWENTY MINUTES NOW, AND I STILL DON'T HAVE ANY IDEA WHERE HE'S GOING.

OR WHAT HE'S DOING WITH THAT POLICEMAN'S UNIFORM ON.

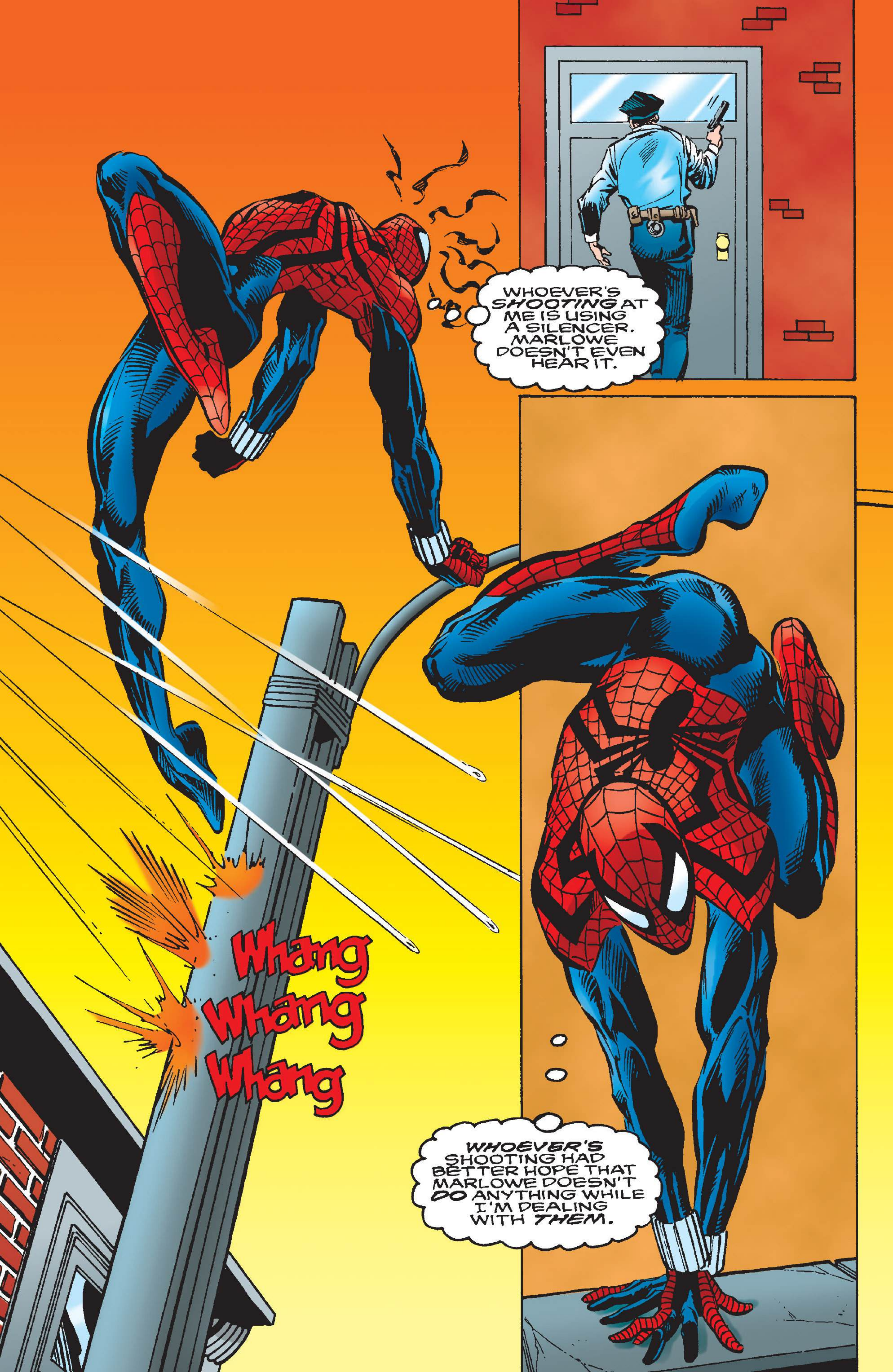
MARLOWE'S SLOWING DOWN AND LOOKING AROUND! HE MUST BE NEAR HIS TARGET.

WHATEVER THAT IS.

STAY CLOSE TO HIM, WALL-CRAWLER.

THAT'S IT! HE'S DRAWING HIS GUN. I'M GOING TO STOP HIM BEFORE HE CAN DO ANYTHI--

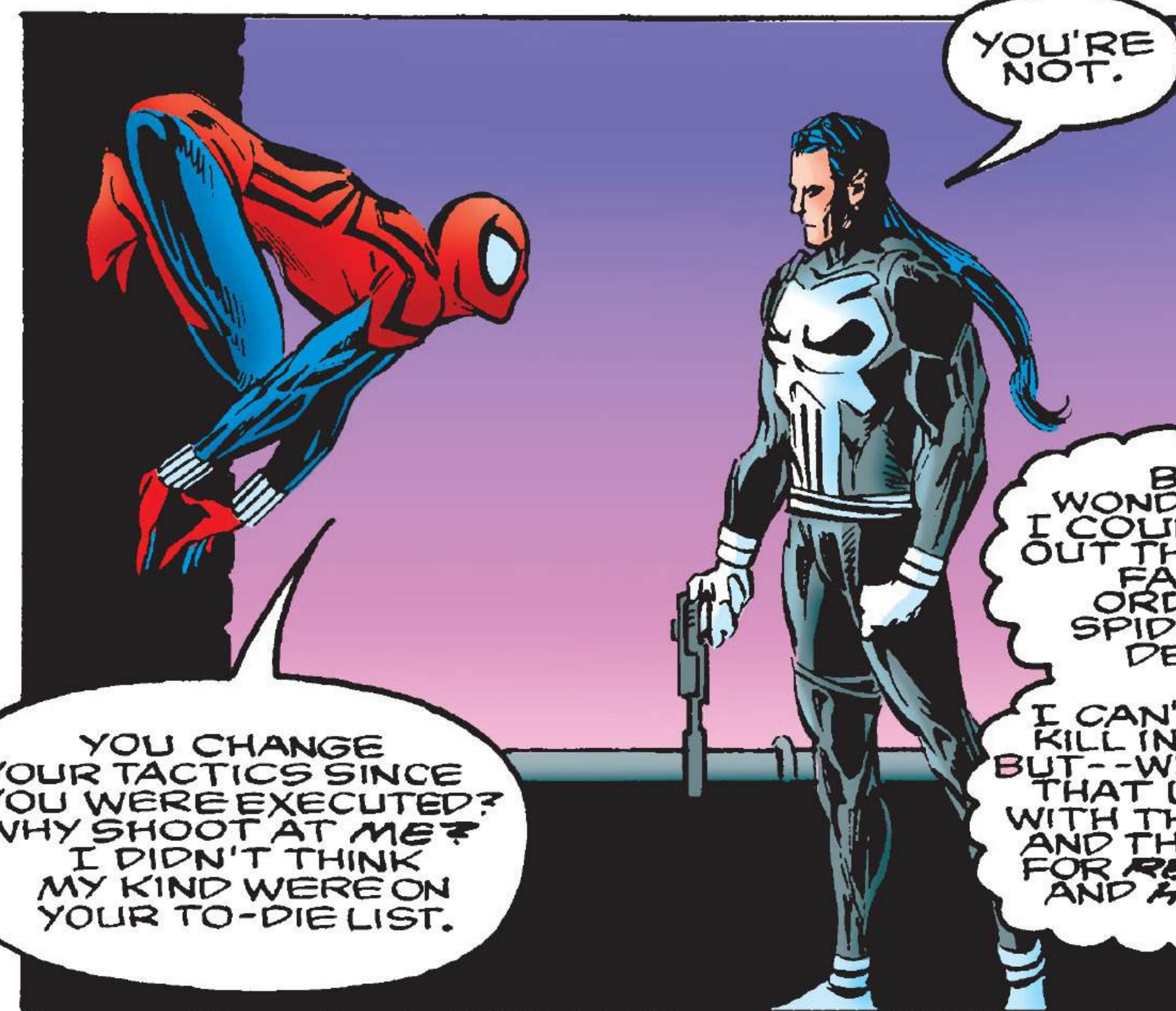
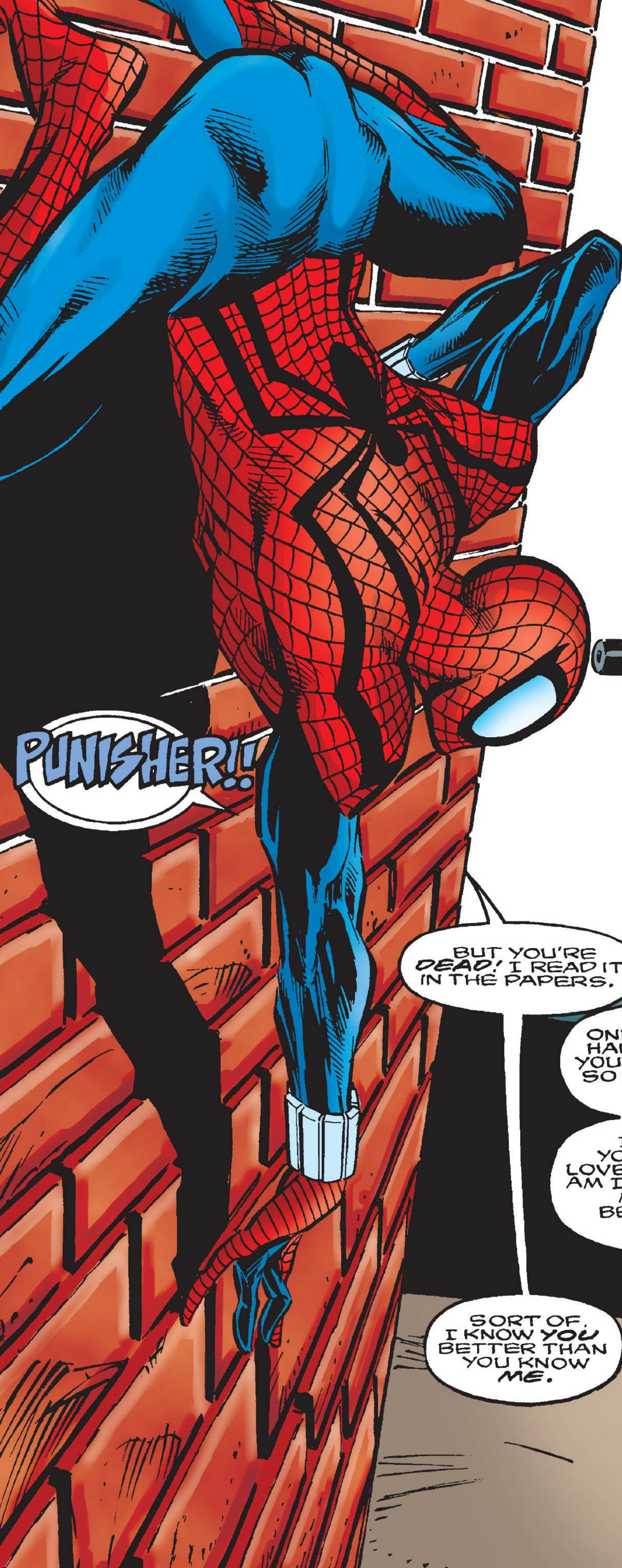
HUH?!? SPIDER-SENSE TINGLING--!



WHOEVER'S SHOOTING AT ME IS USING A SILENCER. MARLOWE DOESN'T EVEN HEAR IT.

Whang
Whang
Whang

WHOEVER'S SHOOTING HAD BETTER HOPE THAT MARLOWE DOESN'T DO ANYTHING WHILE I'M DEALING WITH THEM.



YOU CHANGE YOUR TACTICS SINCE YOU WERE EXECUTED? WHY SHOOT AT ME? I DIDN'T THINK MY KIND WERE ON YOUR TO-DIE LIST.

YOU'RE NOT.

BEEN WONDERING IF I COULD CARRY OUT THE GERACI FAMILY'S ORDER FOR SPIDER-MAN'S DEATH. I CAN'T. I DON'T KILL INNOCENTS. BUT--WHERE DOES THAT LEAVE ME WITH THE FAMILY AND THEIR NEED FOR REVENGE AND HONOR?



KRON
KRON
KRON



SHOTS!!

THIS IS YOUR FAULT, CASTLE.



THAT MAN WOULD NEVER HAVE GOTTEN THIS FAR IF YOU HADN'T INTERFERED.

Ugh!

PHHT

PUNISHER!!

BUT YOU'RE DEAD! I READ IT IN THE PAPERS.

ONLY BELIEVE HALF OF WHAT YOU READ--AND SO FORTH AND SO ON.

I ASSUME THAT YOU'RE SPIDER-MAN. LOVE THE NEW COSTUME. AM I TALKING TO THE SAME MAN I'VE FOUGHT BEFORE UNDERNEATH ALL THAT?

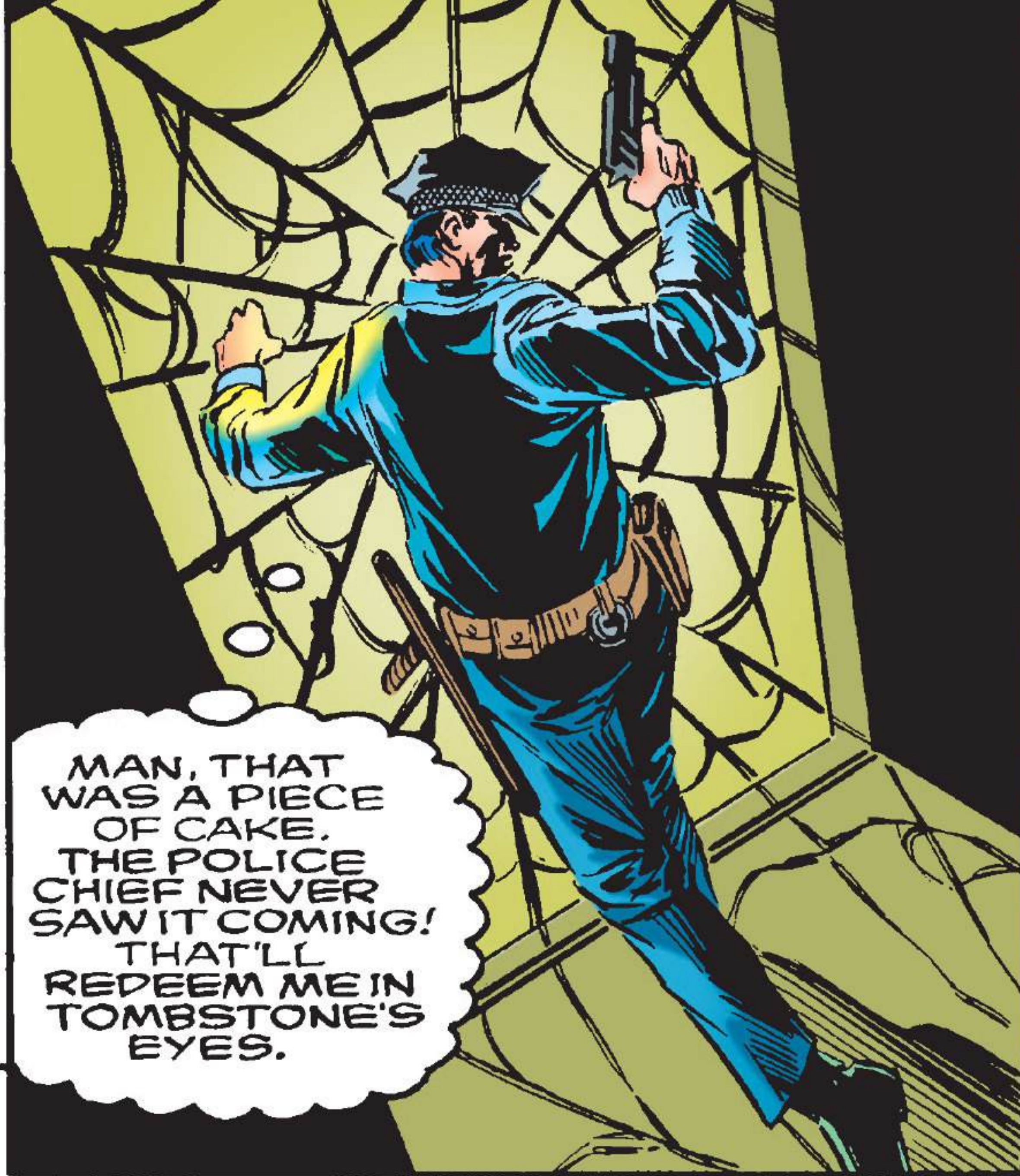
SORT OF. I KNOW YOU BETTER THAN YOU KNOW ME.

THAT EARNS YOU A TRANQUILIZING SPIDER STINGER, CASTLE. SOMETHING NEW TO GO WITH THE NEW COSTUME.

S-SPIDER-MAN-N-N...



PHHT
PHHT
PHHT



MAN, THAT WAS A PIECE OF CAKE. THE POLICE CHIEF NEVER SAW IT COMING! THAT'LL REDEEM ME IN TOMBSTONE'S EYES.



I ...
WHAT ?!?

PERFECT TIMING, SPARKY!



SPIDER-MAN??

RIGHT THE *FIRST* TIME, BIG BOY. NOW TELL ME... WHAT JUST WENT DOWN?

I'M NOT TALKING TO YOU.



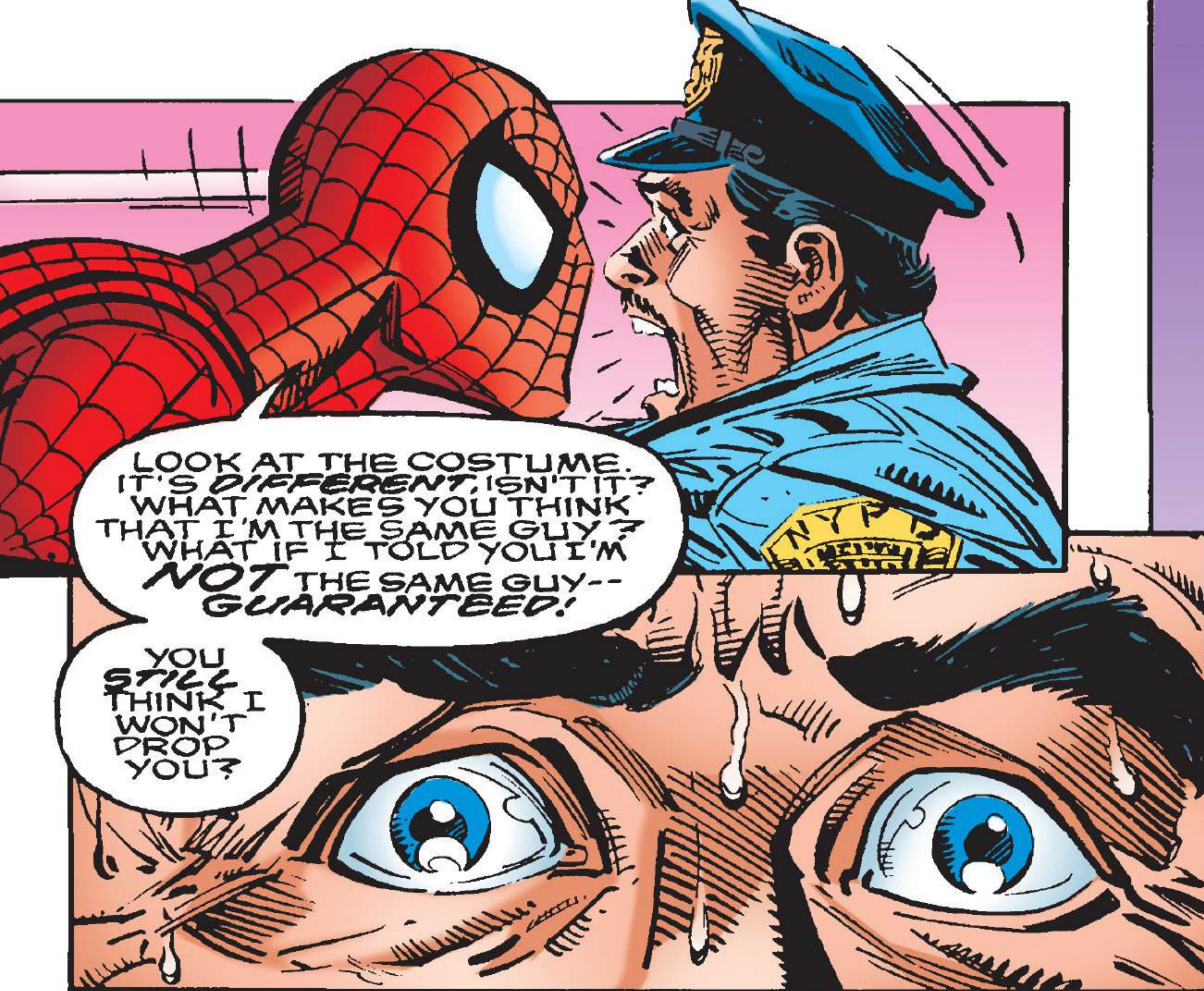
I WAS *HOPING* YOU'D BE DIFFICULT!



FEEL LIKE TALKING NOW?

UNH UH UH. DON'T LOOK DOWN, SPARKY. IT'S *WAY* TOO SCARY.

I'M NOT SCARED OF YOU. I *KNOW* YOUR REP. YOU DON'T *HURT* PEOPLE.



LOOK AT THE COSTUME. IT'S *DIFFERENT*, ISN'T IT? WHAT MAKES YOU THINK THAT I'M THE SAME GUY? WHAT IF I TOLD YOU I'M **NOT** THE SAME GUY-- **GUARANTEED!**

YOU **STILL** THINK I WON'T DROP YOU?



OKAY, OKAY. I JUST OFFERED THE POLICE CHIEF, VINCE WILLIAMS-- **AND** I WAS PART OF THE ATTEMPTED HIT ON DON GERACI--

SO...WHO'S YOUR BOSS? YOU'RE NOT DOING ALL OF THIS FOR KI-I-C-CKS...

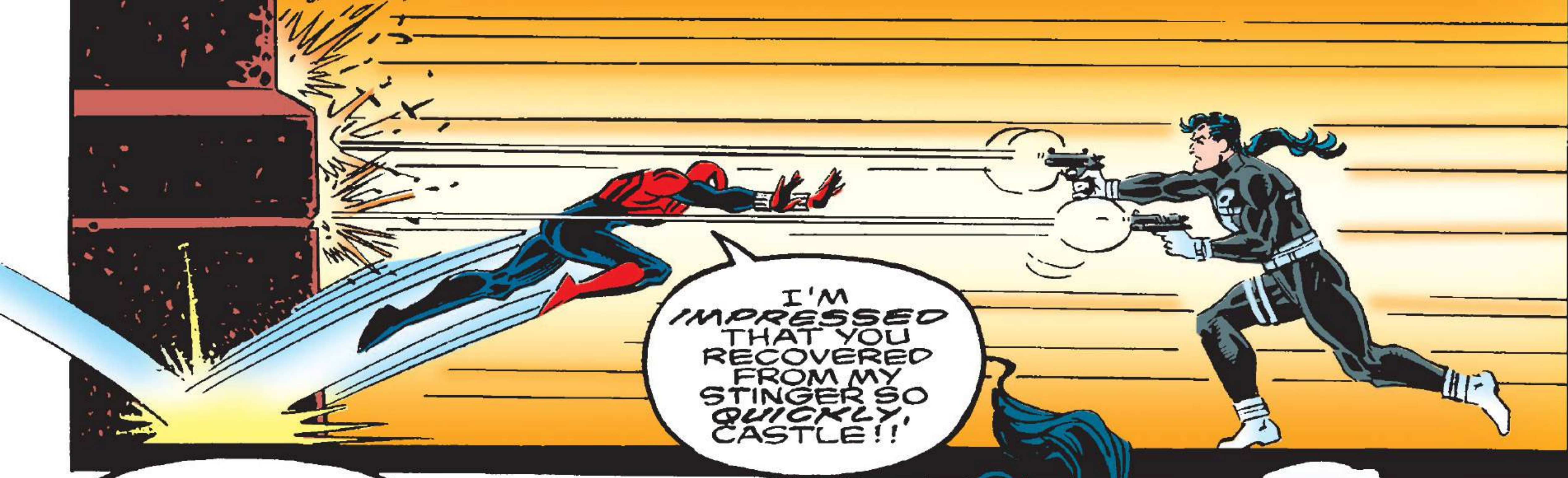


NO-O-O-O. I'LL COOPERATE.

SPIDER-SENSE-- GUN SHOTS!!

NO! HE'S MINE!

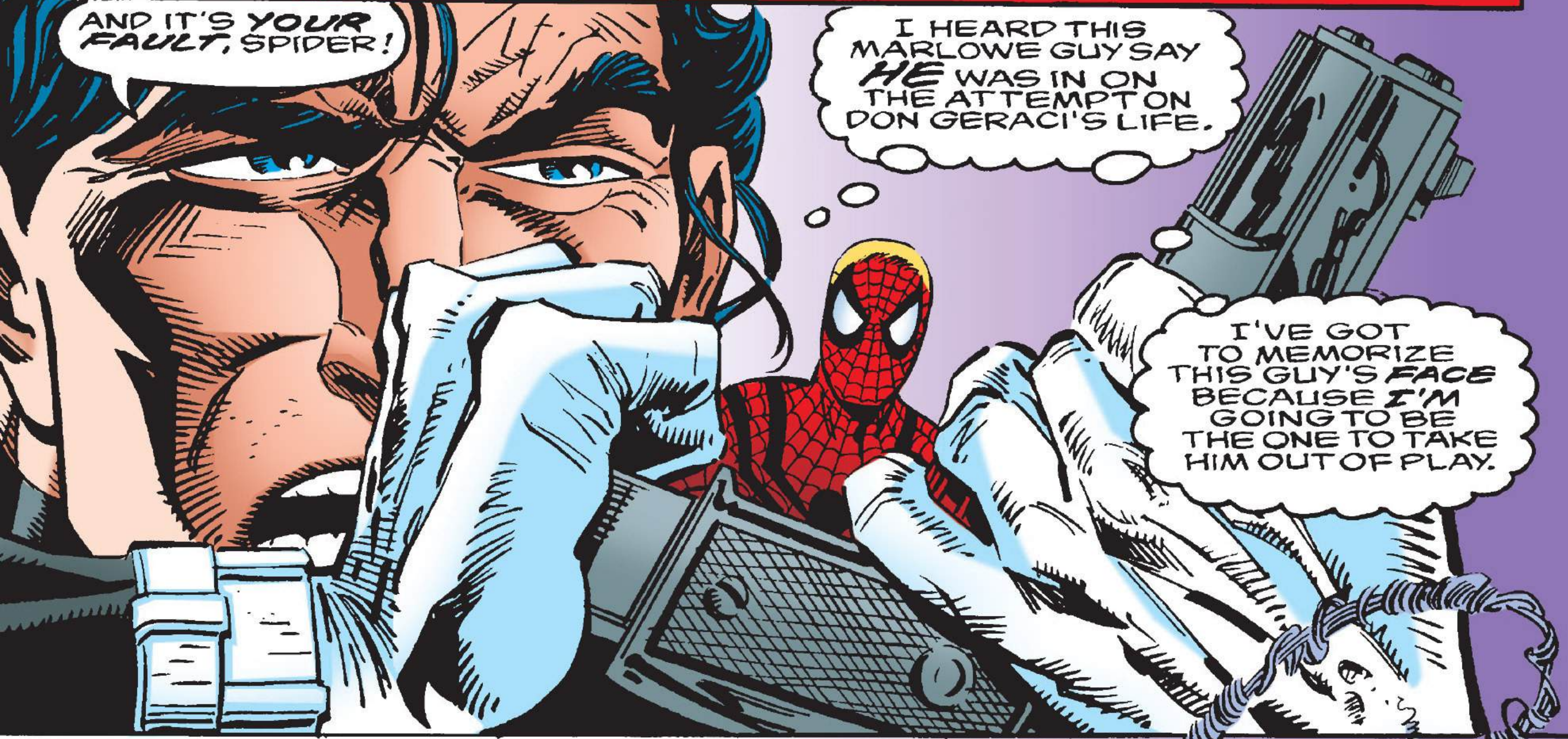
THE PUNISHER!!





THERE WAS A FIRE ESCAPE BELOW MARLOWE!!

HE'S GETTING AWAY!!



AND IT'S YOUR FAULT, SPIDER!

I HEARD THIS MARLOWE GUY SAY **HE** WAS IN ON THE ATTEMPTON DON GERACI'S LIFE.

I'VE GOT TO MEMORIZE THIS GUY'S FACE BECAUSE I'M GOING TO BE THE ONE TO TAKE HIM OUT OF PLAY.



STAY OUT OF MY WAY, SPIDER. I'M GOING TO TAIL MARLOWE SO THAT I CAN FIND HIS BOSS-- AND THEN KILL THEM BOTH!!

VIING VIIP VIING



NOT IF I GET THERE FIRST, YOU WON'T, CASTLE!

THE PUNISHER
SHOWING UP
WAS THE **BEST**
CHRISTMAS GIFT
I COULD GET
THIS YEAR.

I WISH I HADN'T
TOLD THAT GUY IN
THE SPIDER-MAN SUIT
ANYTHING, BUT AT
LEAST I DIDN'T GIVE
UP THE BOSS'S NAME.

SPEAKING OF
WHICH... I GOTTA
REPORT IN TO
TOMBSTONE.
THIS HIT WILL GET ME
BACK IN LIKE
FLINT WITH HIM.

DILL, THIS PLAN
YOU'VE WORKED OUT
FOR ME IS PURE **GENIUS**.
I ALREADY HAVE A MAN
IN PLACE IN THE SYSTEM
TO TAKE OVER FOR
THE POLICE CHIEF...

SURE
DOES,
BOSS.

BOSS-- I **HATE**
TO INTERRUPT THAT
TRAIN OF THOUGHT,
BUT MARLOWE'S
ON HIS WAY
UP HERE.

HEY, **BOSS**. THE HIT
WENT OFF LIKE
CLOCKWORK. THAT
VINCE WILLIAMS,
THE POLICE CHIEF,
IS PLAYING
A VIOLIN WITH
LOTS OF OTHER
DEAD COPS NOW.

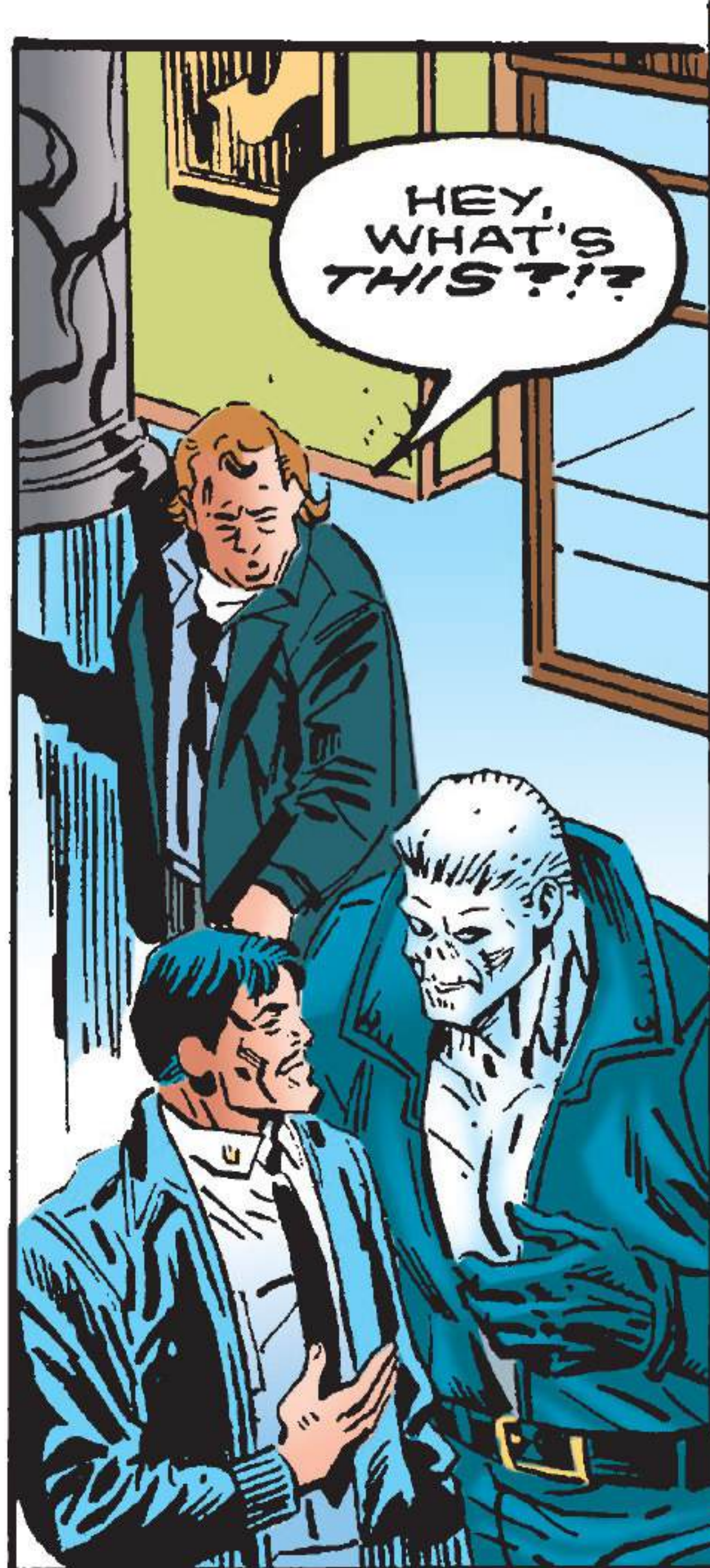
I **HAD** SOMEONE
IN PLACE IN THE GERACI
FAMILY, BUT WITH
OLD MAN GERACI **STILL**
ALIVE THAT DOESN'T
HELP ME AT ALL--YET.

TOMBSTONE--
CRIME BOSS OF
NEW YORK. IT HAS A
NICE SOUND TO IT,
DOESN'T IT?

ALL **RIIIGHT**,
MARLOWE!! WAY
TO GO! HEY, DILL,
DIDN'T I **TELL**
YOU THAT
"FAMILY MAN"
HERE WOULD
COME
THROUGH?

SO, WITH
THE HIT ON THE CITY
COUNCILMAN, GIANELLI,
GOING DOWN TONIGHT,
TOO, THINGS ARE
MOVING LIKE
LIGHTNING NOW.

I'LL BE **BOSS**
OF THIS TOWN BEFORE
IT EVER KNOWS
WHAT HIT IT.



HEY,
WHAT'S
THIS?!

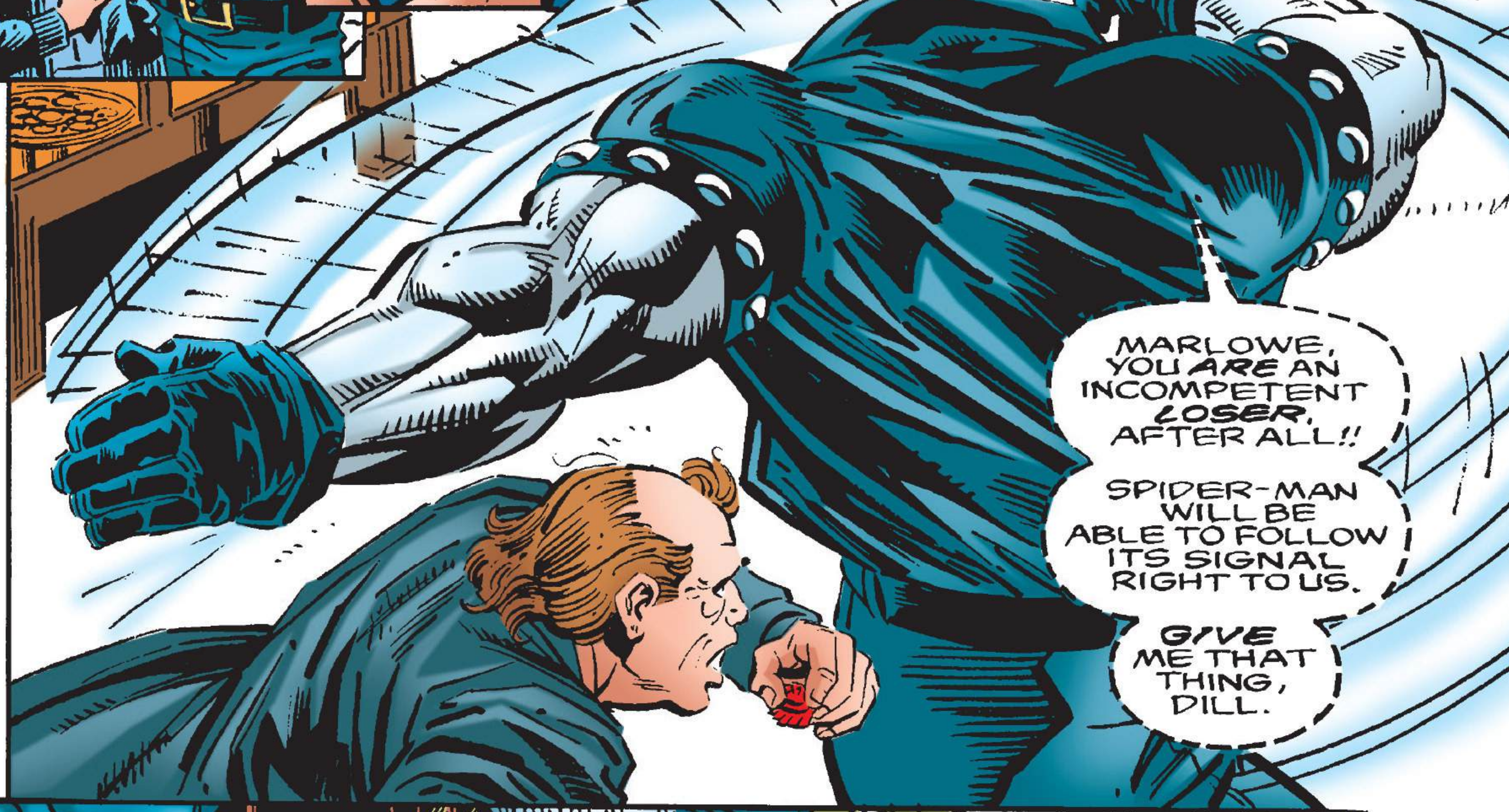


BOSS--
MARLOWE'S GOT
SOME SORT OF
SPIDER THING
ON HIS
JACKET!



THAT'S
A SPIDER
TRACER,
FOOL!

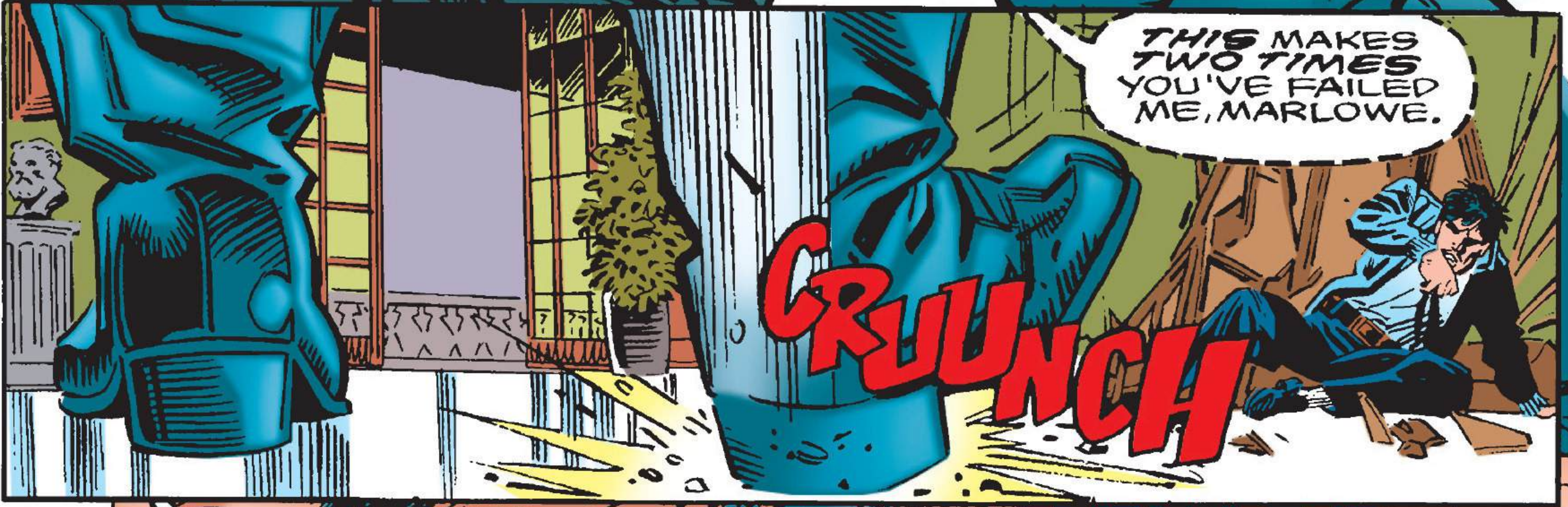
SWAACK



MARLOWE,
YOU ARE AN
INCOMPETENT
LOSER,
AFTER ALL!!

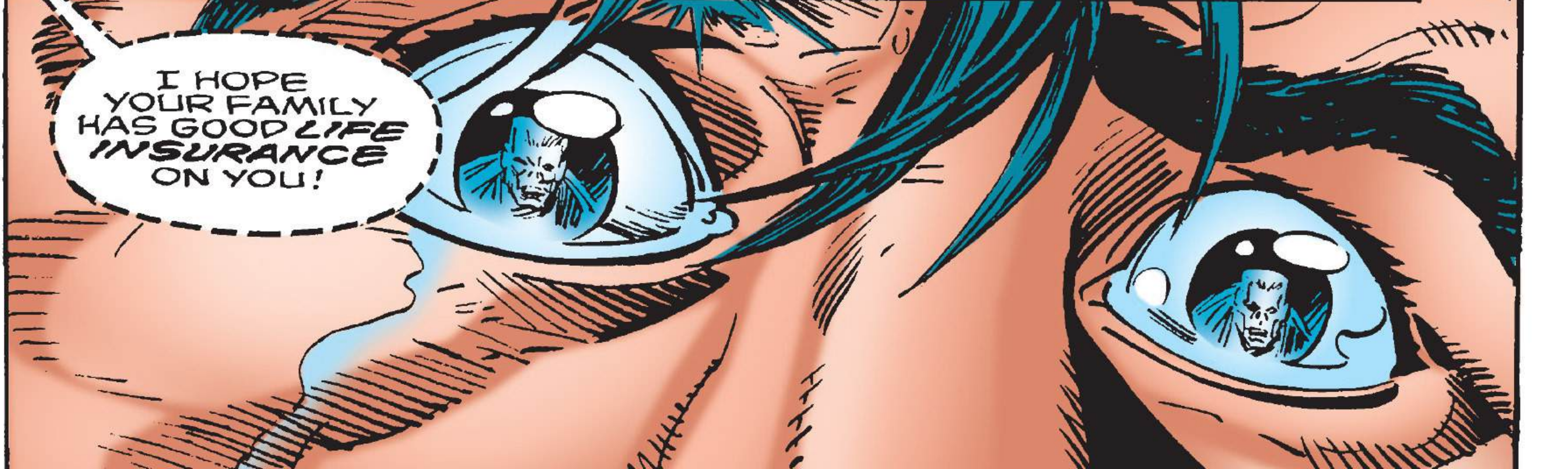
SPIDER-MAN
WILL BE
ABLE TO FOLLOW
ITS SIGNAL
RIGHT TO US.

GIVE
ME THAT
THING,
DILL.



THIS MAKES
TWO TIMES
YOU'VE FAILED
ME, MARLOWE.

CRUUNCH



I HOPE
YOUR FAMILY
HAS GOOD LIFE
INSURANCE
ON YOU!

AT THAT SAME
MOMENT IN
THE APARTMENT
OF KATHY
SOMERS--

STEVIE,
YOU'VE GOT
TO GO TO BED.
TOMORROW'S
A SCHOOL
DAY.

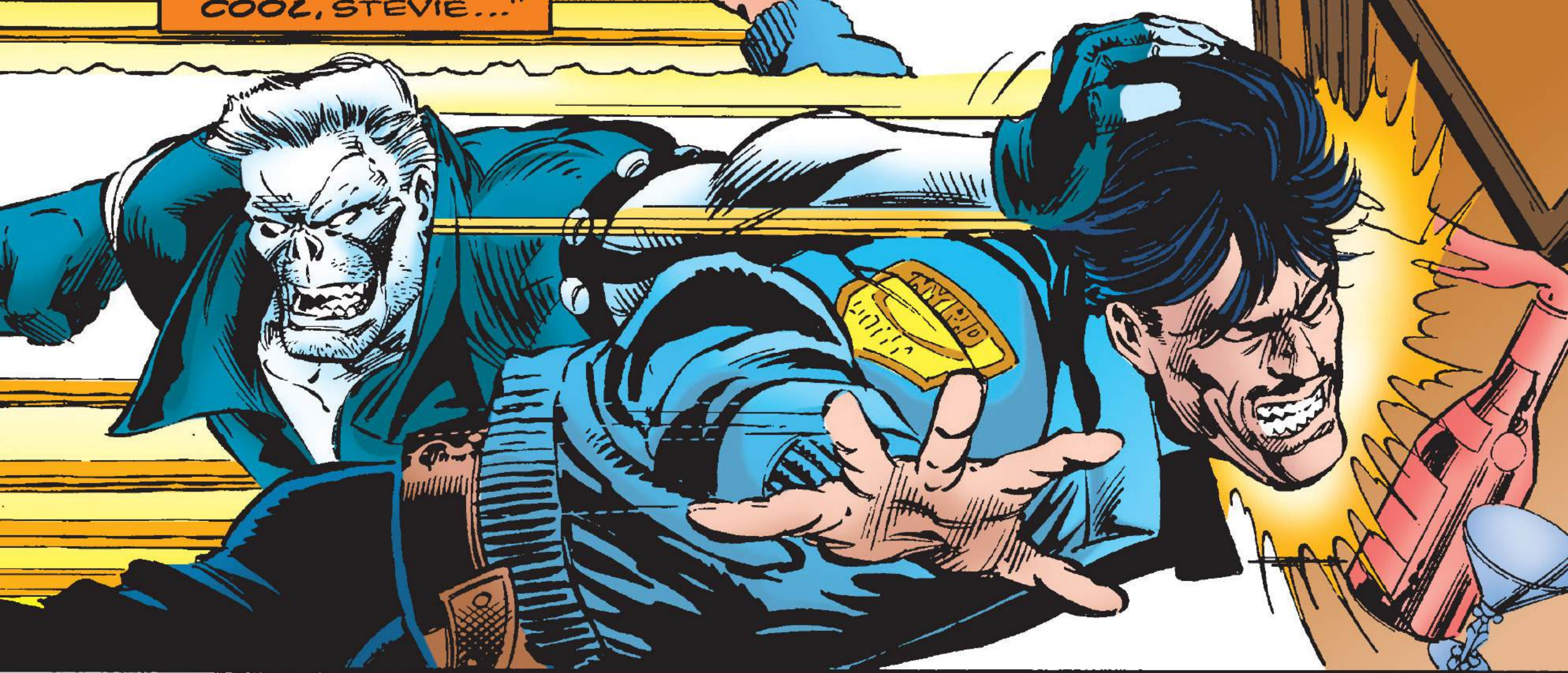
AW, MOM.
DAD NEVER TELLS
ME WHEN TO GO TO
BED. YOU'RE
BEING MEAN.

I THINK I'LL USE
THIS KEY THAT DAD
GAVE ME AND GO
BACK AND LIVE
WITH HIM.

NOT TONIGHT
YOU WON'T,
YOUNG MAN.

HEY, NO FAIR!
DAD GAVE THAT
KEY TO ME. HE'S
ALWAYS GIVIN'
ME STUFF. HE'S
SO COOL.

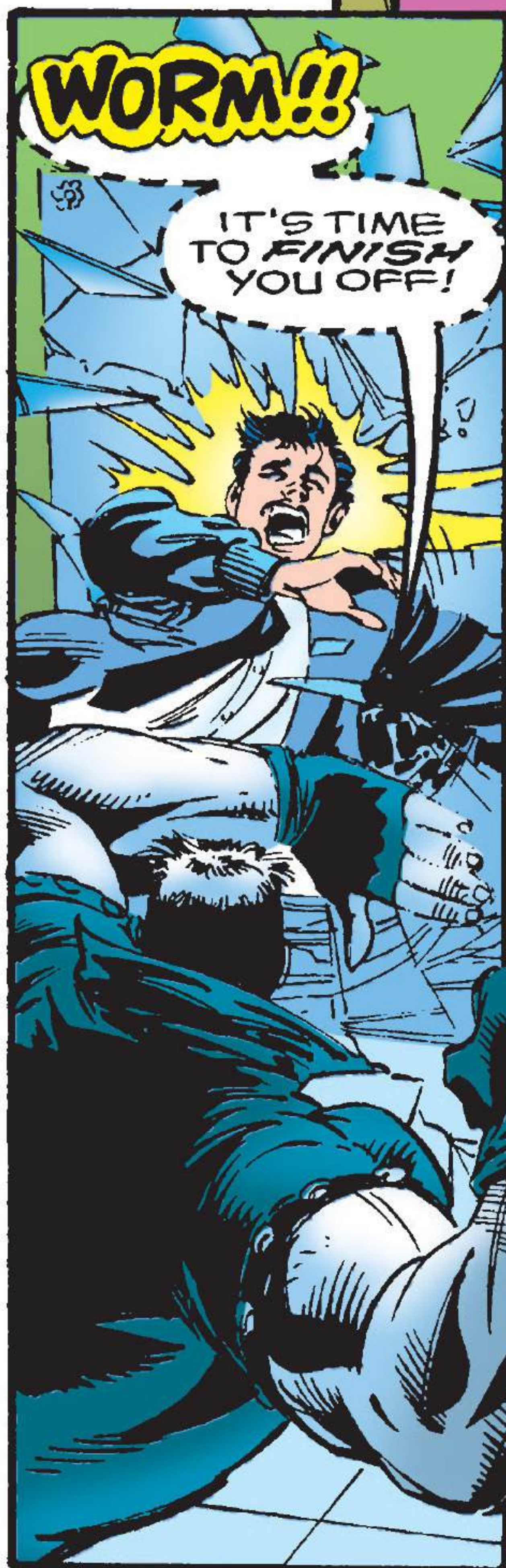
"YOU MAY THINK
YOUR DAD IS
COOL, STEVIE..."



...BUT I'M YOUR MOTHER
AND YOU LIVE WITH ME--
AND I SAY YOU'RE GOING
TO BED NOW.

GOOD
NIGHT,
STEVIE. I
LOVE
YOU.

DAD'S A GREAT MAN.
HE'S BIG AND STRONG
NO ONE CAN PUSH HIM
AROUND LIKE MOM
PUSHES ME AROUND.





WELL, YOU'LL
BE A REAL **DEAD**
DEAL AFTER I'M
THROUGH
WITH YOU...

TOO **BUSY**
MAKING SURE
MARLOWE'S OKAY.
FORGOT HOW
FAST
TOMBSTONE IS.



I CAN KEEP
THIS **TAP DANCE**
UP ALL NIGHT,
TOMBSTONE.

I'LL **GET** YOU,
SPIDER-MAN--
THEN I'LL
KILL YOU.

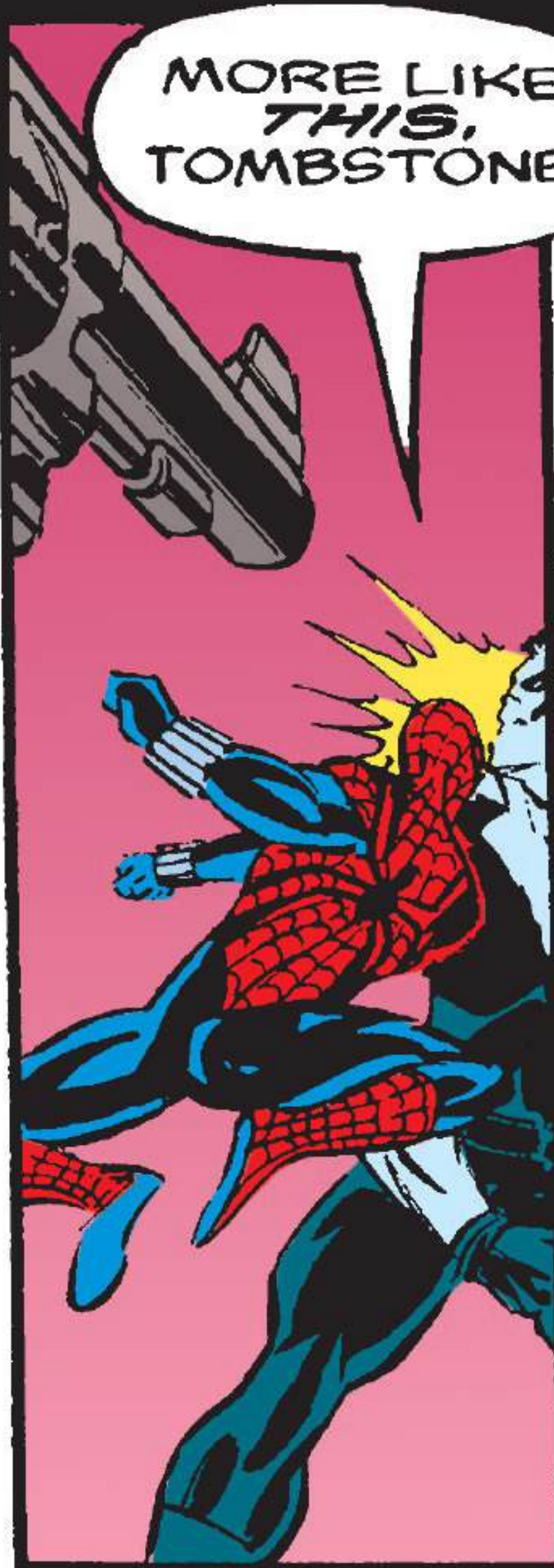
MAYBE
I CAN
HELP OUT
THE BOSS
HERE.



C'MON,
UGLY--YOU
CAN DO
BETTER
THAN
THAT!!



MORE LIKE
THIS,
TOMBSTONE!



DON'T
WARN HIM--
JUST
SHOOT!!

TRUSTY OL' SPIDER-SENSE WARNED ME JUST IN TIME!

BLAM

DILL!! YOU FOOL!! WATCH WHERE YOU'RE SHOOTING!

THAT STINGS!!

K-POW
K-POW

PUNISHER!

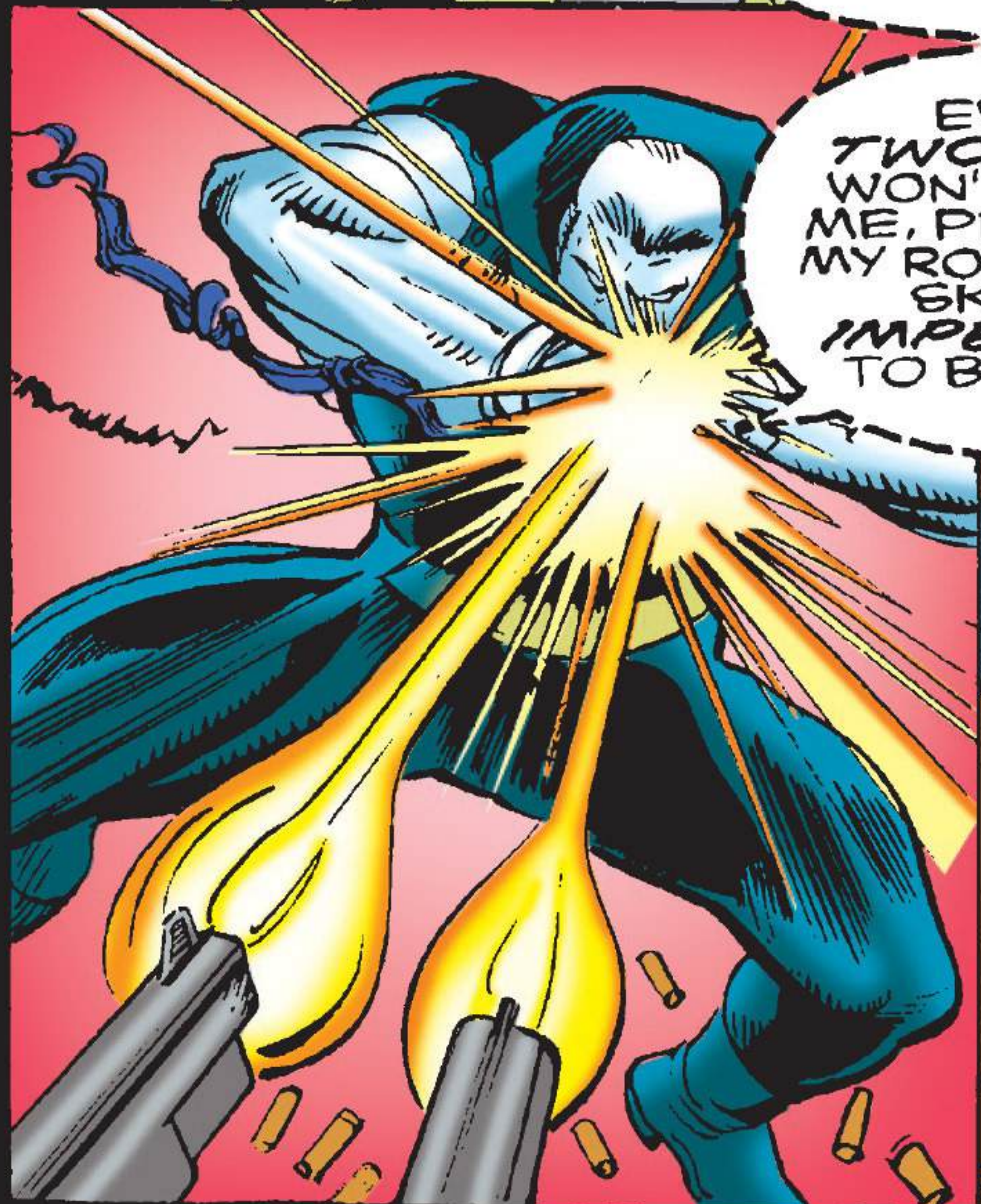
YES!! RIGHT PLACE AT THE RIGHT TIME!

GEE, BOSS--I'M SORRY!





YOU
INTERFERING
IDIOT!!



EVEN
TWO GUNS
WON'T HURT
ME, PUNISHER.
MY ROCK-HARD
SKIN IS
IMPERVIOUS
TO BULLETS.



YOURS MAY BE--
BUT I DON'T THINK
HIS SKIN IS BULLETPROOF
LOOKS LIKE HE'S CAUGHT
HIMSELF A RICOCHET
ROUND!

GROVER!



DON'T THINK I
DON'T SEE YOU
SNEAKING UP
ON ME, SPIDER.

STAY
BACK AND
LET ME DO
MY WORK.



YOU JUST
KILLED
A MAN,
CASTLE.

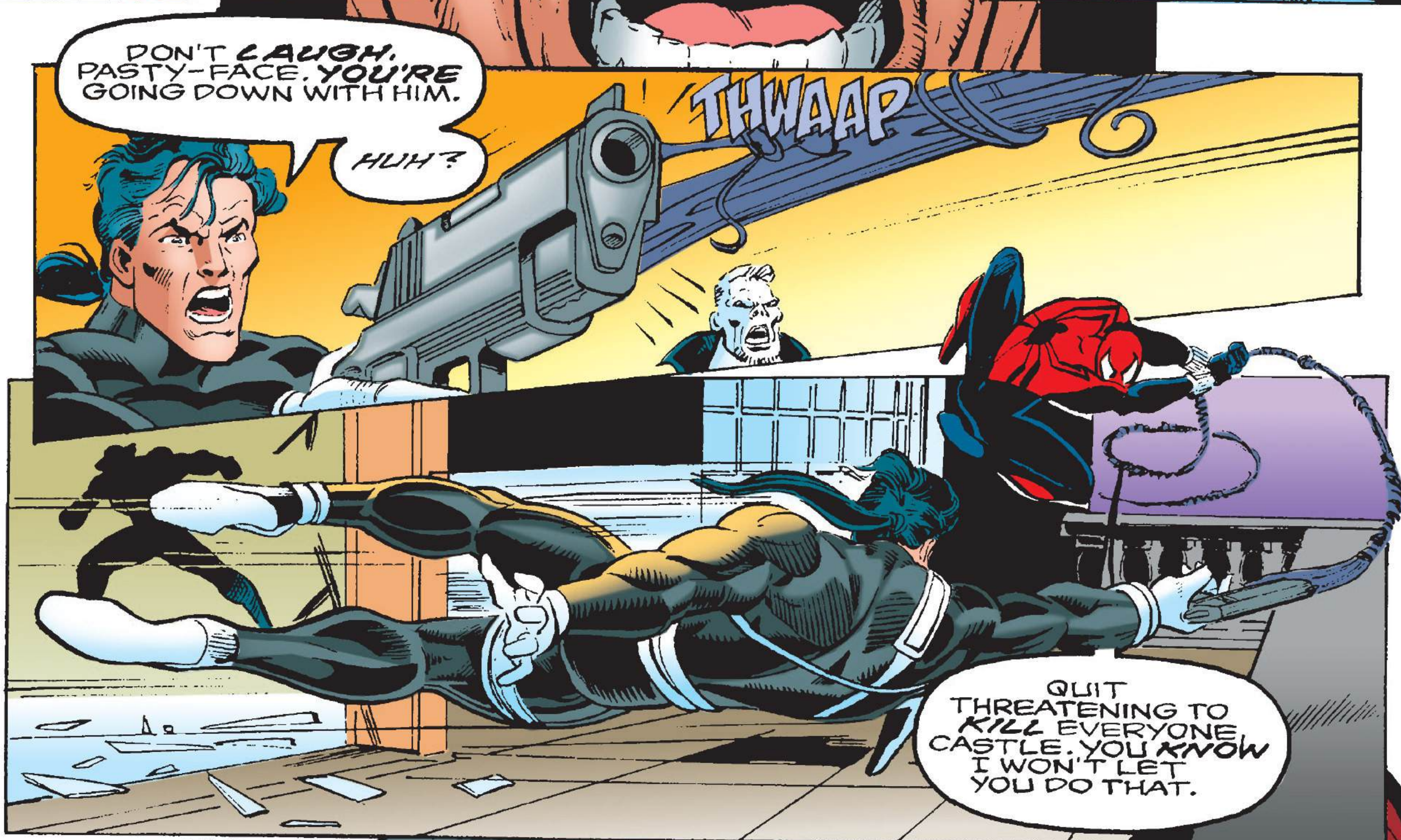
AND I'M
NOT THROUGH
KILLING YET,
SPIDER.

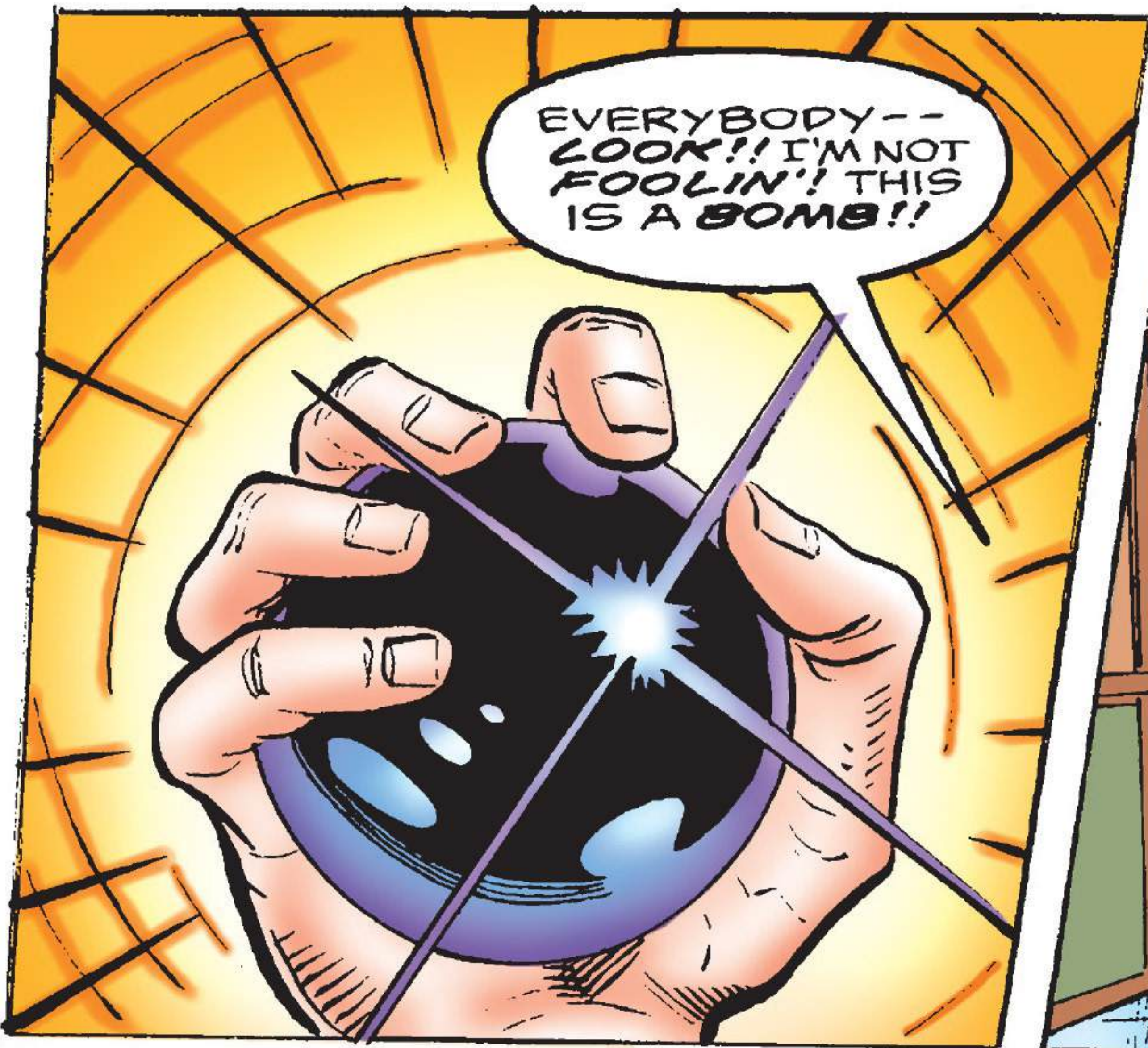


I WANT *THIS*
GUY AND I WANT
TOMBSTONE.

YOU LET ME DO
MY BUSINESS.

IF YOU *DON'T*--
I'LL TAKE YOU
DOWN, TOO.

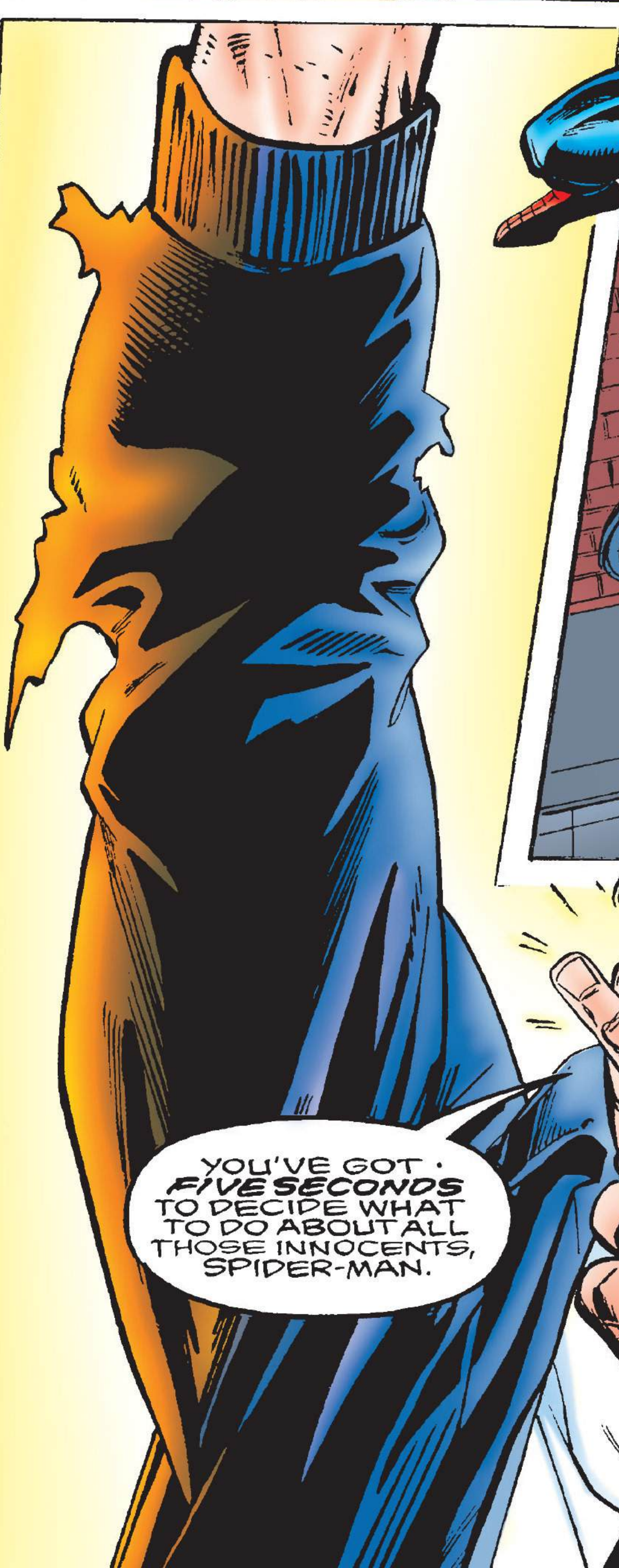




EVERYBODY--
LOOK!! I'M NOT
FOOLIN'! THIS
IS A BOMB!!



TOMBSTONE--COME
OVER HERE WITH ME
AND WE'LL GET OUT OF
HERE. I'LL SHOW YOU
THAT I CAN STILL BE
A VALUABLE PART OF
YOUR TEAM.



MARLOWE--
HUNDREDS OF
INNOCENT PEOPLE
COULD BE
KILLED BY
THAT BOMB.

AND YOU
WOULDN'T
LET ME TAKE
HIM OUT!

FAMILY MAN...
YOU'VE REALLY
REDEEMED
YOURSELF WITH
THIS ONE!

YOU'VE GOT
FIVE SECONDS
TO DECIDE WHAT
TO DO ABOUT ALL
THOSE INNOCENTS,
SPIDER-MAN.





HAVE *FUN*,
HEROES!!

LET'S
BEAT IT,
BOSS.

I THINK
I SHOULD
JUST KILLED
YOU AFTER
ALL, SPIDER.

SHIA!

WHOOOM!

TO BE CONTINUED!



#2 IN A 2 ISSUE LIMITED SERIES!



SPIDER-MAN® • PUNISHER®

FAMILY PLOT





MOMENTS AGO*:

THE PUNISHER AND SPIDER-MAN WERE EMBROILED IN A STRUGGLE WITH TOMBSTONE IN HIS NEW YORK PENTHOUSE APARTMENT... VICTORY SEEMED WITHIN THEIR GRASP...

...UNTIL OUR HEROES FOUND A GRENADE, TOSSED BY ONE OF TOMBSTONE'S MINIONS, ROLLING TO A STOP AT THEIR FEET.

THE ONLY WAY TO SAVE THEMSELVES WAS TO...

...JUMP!

STAN LEE presents:

FAMILY PLOT

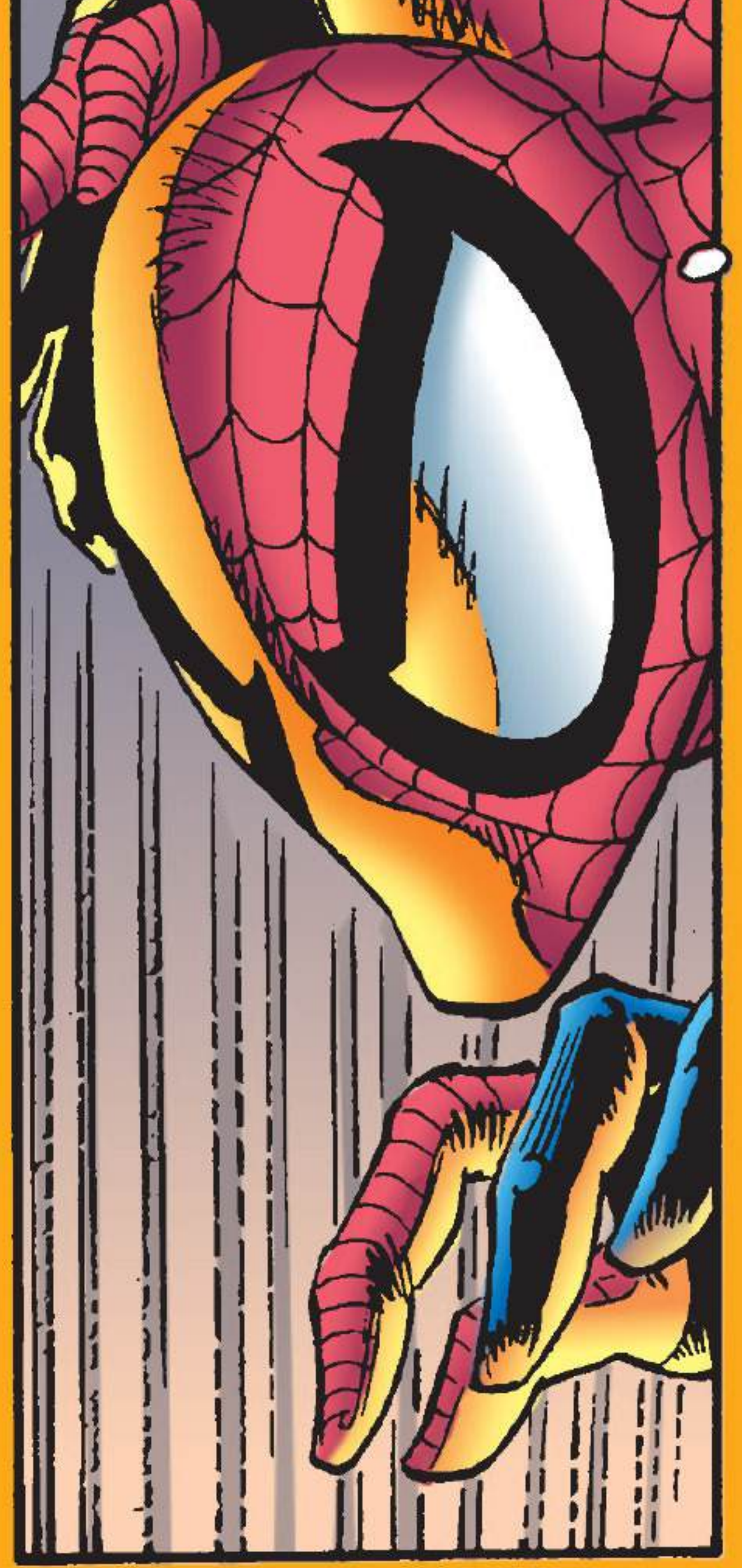
PART TWO:

redemption

story **TOM LYLE** pencils **JOE BENNETT** inks **MIKE WITHERBY** with **TOM WEGRZYN**
letters **OAKLEY / NJQ** colors **CHRIS MATTHYS** edits **CHRIS COOPER** edits in chief **BOBBIE CHASE**

computer color by
MALIBU

*SEE SPIDER-MAN/
PUNISHER: FAMILY
PLOT #1. --CHRIS



PUNISHER
WON'T BE CHEATING
DEATH THIS TIME...
UNLESS I HELP HIM!
OR SHOULD I?

AFTER ALL,
HE IS A CONVICTED
KILLER, LAWFULLY
SENTENCED TO
DEATH. I COULD
JUST...

...NO...I CAN'T
DO THAT!

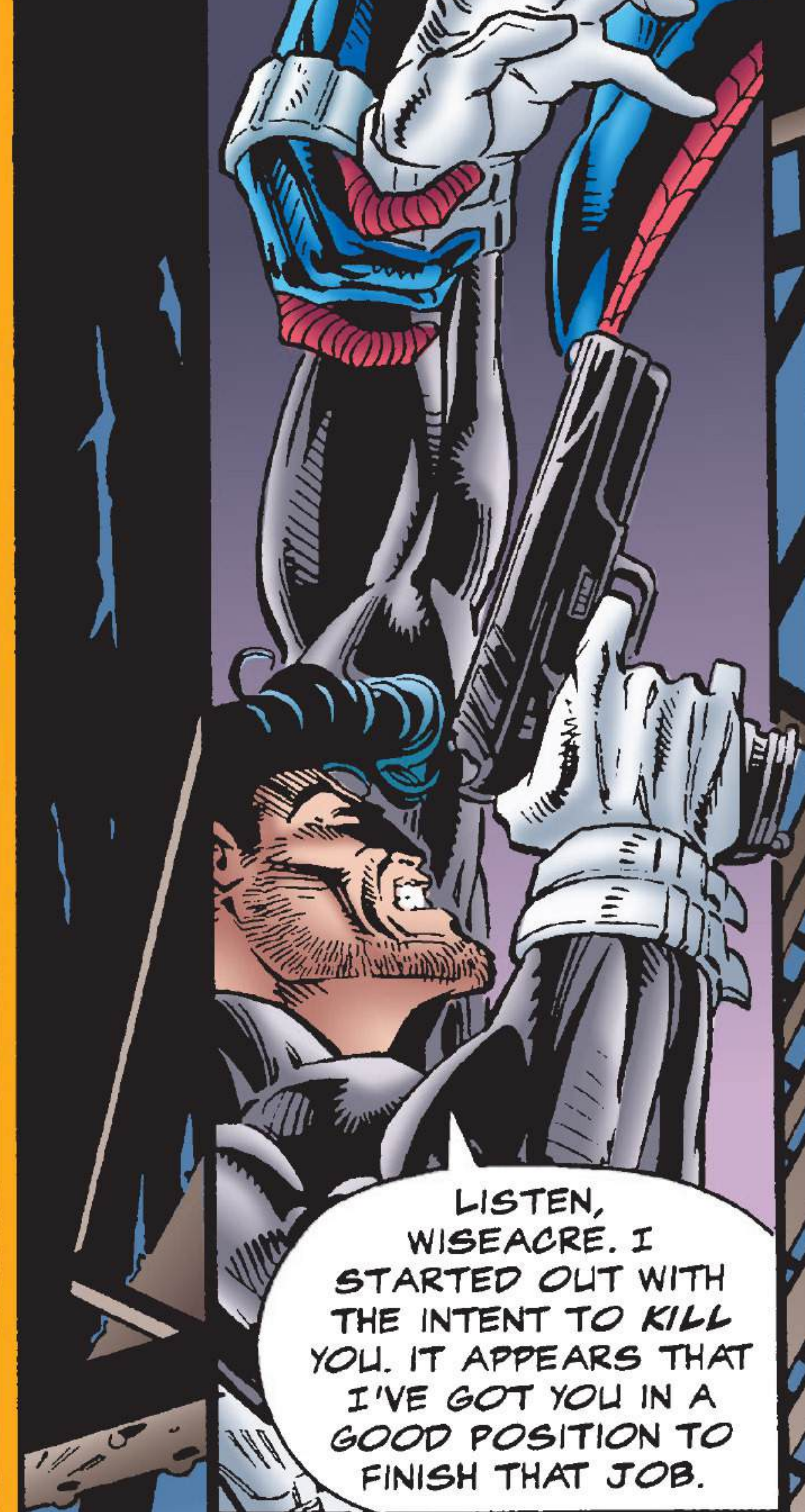


HANG ON,
CASTLE. YOU'RE
GOING FOR THE RIDE
OF YOUR LIFE.

NO
PROBLEMO,
MISTER
PUNISHER,
SIR.

JUST AS
LONG AS I'M
ALIVE AT THE
END OF IT,
SPIDER.

THWIP!!



LISTEN,
WISEACRE. I
STARTED OUT WITH
THE INTENT TO KILL
YOU. IT APPEARS THAT
I'VE GOT YOU IN A
GOOD POSITION TO
FINISH THAT JOB.



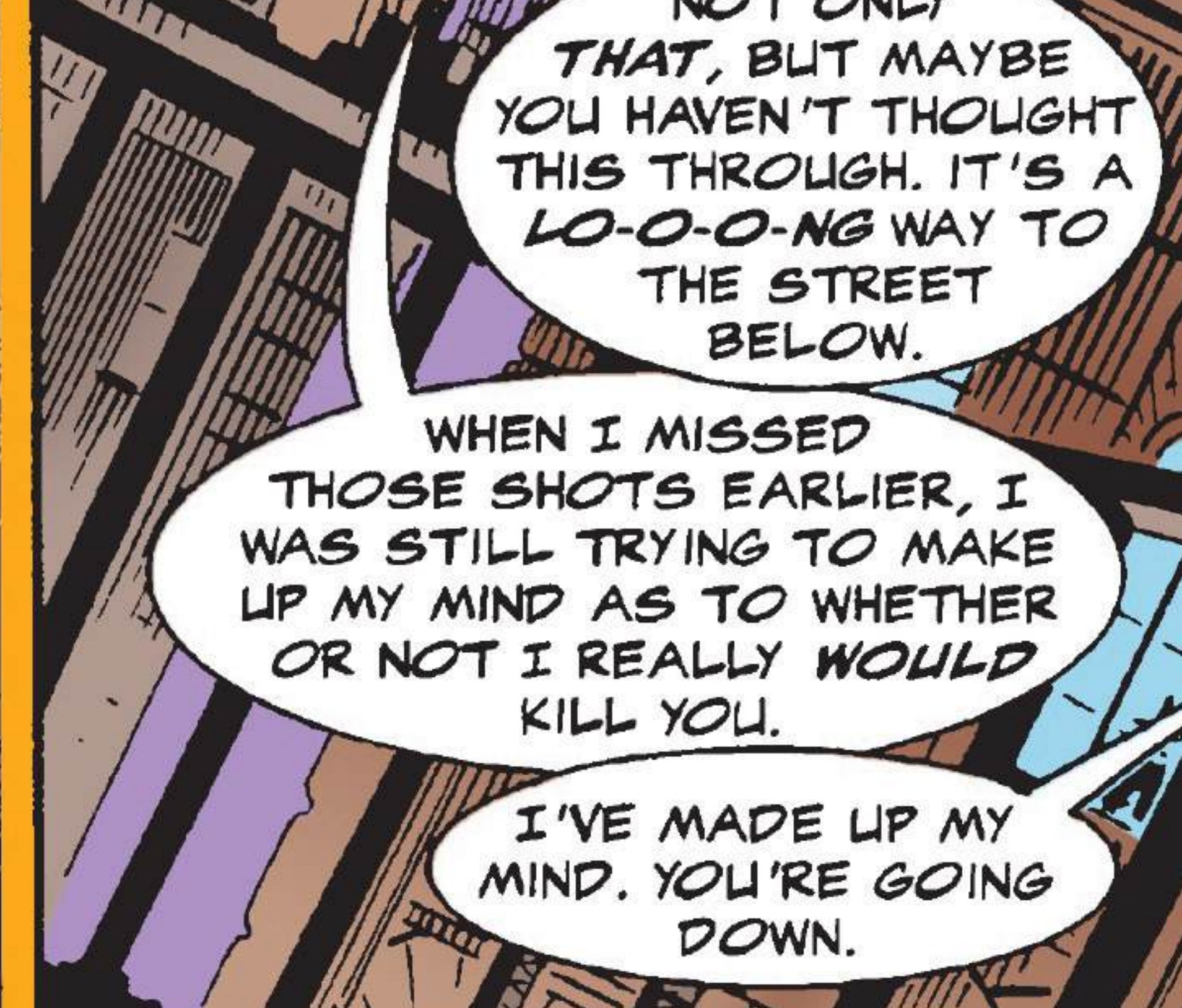
YEAH...
RIGHT!!



WHATTYA MEAN,
"YEAH...RIGHT"?!! I'M
THE ONE WITH THE
GUN, PAL.



YOU'VE
BEEN
INTENTION-
ALLY MISSING
ME WITH YOUR
SHOTS SO
FAR,
CASTLE.



NOT ONLY
THAT, BUT MAYBE
YOU HAVEN'T THOUGHT
THIS THROUGH. IT'S A
LO-O-O-NG WAY TO
THE STREET
BELOW.

WHEN I MISSED
THOSE SHOTS EARLIER, I
WAS STILL TRYING TO MAKE
UP MY MIND AS TO WHETHER
OR NOT I REALLY WOULD
KILL YOU.

I'VE MADE UP MY
MIND. YOU'RE GOING
DOWN.



YOU CAN SAY WHATEVER YOU WANT, BUT I KNOW YOU'RE NOT GOING TO SHOOT ME...

...MY SPIDER-SENSE ISN'T TINGLING.

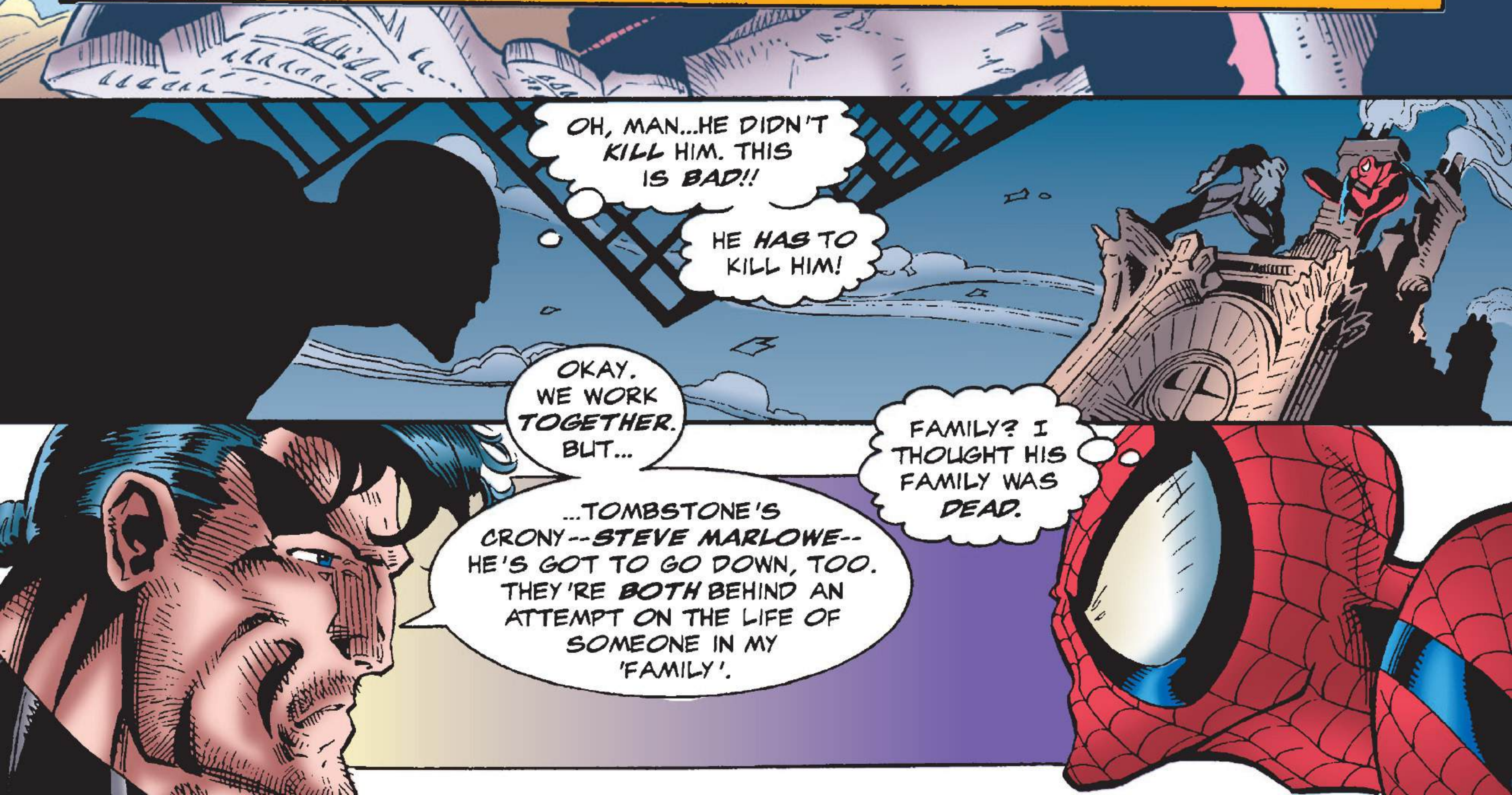
OKAY. SO, YOU'RE A GENIUS AND YOU FIGURED THAT OUT.

WHERE'S THAT LEAVE US?!?

I DON'T LIKE YOU, CASTLE. I DON'T LIKE THE WAY YOU OPERATE...

...BUT OUR ONLY CHANCE OF STOPPING TOMBSTONE IS TO WORK TOGETHER, ON ONE CONDITION--

--NO KILLING.



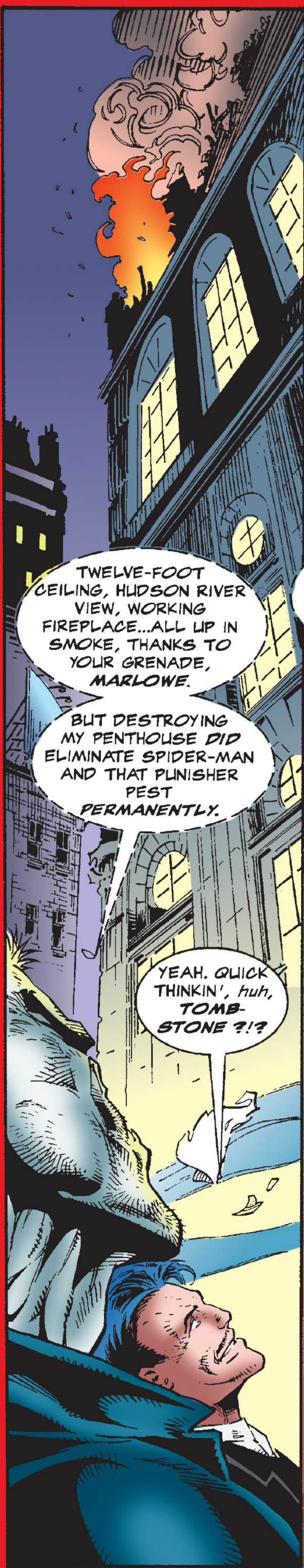
OH, MAN...HE DIDN'T KILL HIM. THIS IS BAD!!

HE HAS TO KILL HIM!

OKAY. WE WORK TOGETHER. BUT...

...TOMBSTONE'S CRONY--STEVE MARLOWE--HE'S GOT TO GO DOWN, TOO. THEY'RE BOTH BEHIND AN ATTEMPT ON THE LIFE OF SOMEONE IN MY 'FAMILY'.

FAMILY? I THOUGHT HIS FAMILY WAS DEAD.



TWELVE-FOOT CEILING, HUDSON RIVER VIEW, WORKING FIREPLACE...ALL UP IN SMOKE, THANKS TO YOUR GRENADE, MARLOWE.

BUT DESTROYING MY PENTHOUSE DID ELIMINATE SPIDER-MAN AND THAT PUNISHER PEST PERMANENTLY.

YEAH. QUICK THINKIN', huh, TOMB-STONE ?!?



DON'T GET COCKY!!

YOU'RE LUCKY YOU DID SOMETHING TO EXONERATE YOURSELF IN MY EYES. YOU SCREWED UP THE HIT ON DON GERACI AND YOU LED SPIDER-MAN TO MY PENTHOUSE.

NOT MANY PEOPLE LIVE TO SEE ANOTHER DAY AFTER TWO SCREW-UPS FOR ME.

uh...I GUESS THAT GRENADE WAS A PRETTY GOOD IDEA AFTER ALL.

BETTER KEEP THOSE GOOD IDEAS COMING. YOU DON'T GET ANY MORE MISTAKES...

...NO MATTER WHAT!!

OKAY.



GOOD. MY PROBLEM NOW IS FINDING A BASE FROM WHICH TO ORGANIZE MY RISE AS CRIME BOSS OF NEW YORK, SINCE I NO LONGER HAVE A PLACE TO STAY IN.

uh...YOU COULD USE MY PLACE. IT'S REALLY CLOSE BY.

GOOD ANSWER, KID.

A large comic book panel showing Spider-Man in his red and blue suit, crouching in the ruins of a city. In the background, a man in a silver, armored suit (Tombstone) is visible. The scene is filled with smoke and debris. Spider-Man is looking down at the ground, and a speech bubble indicates he is looking for a trail to Tombstone and Marlowe. Another speech bubble shows Tombstone talking to Spider-Man, asking him to help put out fires. A third speech bubble shows Spider-Man responding that he doesn't do fires. A fourth speech bubble shows Tombstone saying that Spider-Man was guilty if he worked for an albino. A fifth speech bubble shows Spider-Man saying that it appears Tombstone's right-hand man, Grover Dill, is still dead thanks to him. A sixth speech bubble shows Tombstone saying that he thinks Spider-Man is showing too much compassion for the brains behind Tombstone's plans. A seventh speech bubble shows Spider-Man saying that the spider-tracer he stuck to Steve Marlowe's jacket is still there. An eighth speech bubble shows Spider-Man saying that too many people are getting hurt here and that if he takes Steve Marlowe down, he'll be hurting his son, Stevie, and his ex-wife, Kathy, too. A ninth speech bubble shows Tombstone saying that it's hard to believe all this mess started only this morning. A tenth speech bubble shows Spider-Man saying that even then, there was something about Marlowe that he didn't like. A small inset panel at the bottom shows a flashback to a coffee shop where Steve Marlowe, Kathy, and Stevie were working. The coffee shop is labeled "Coffee Shop" and "Cola".

MAKE YOUR-
SELF *USEFUL*,
CASTLE, AND HELP
ME PUT OUT THESE
SMALL FIRES.

MEANWHILE, IN
THE RUINS OF
THE PENTHOUSE...

I DON'T DO FIRES.
I'M ONLY HERE TO LOOK
FOR A TRAIL THAT LEADS
TO TOMBSTONE AND
MARLOWE.

THAT'S...unggh...
THE WAY TO MAKE
A GREAT TEAM.

IT APPEARS
TOMBSTONE'S RIGHT-
HAND MAN, *GROVER DILL*,
IS STILL DEAD THANKS
TO YOU.

HE WAS
GUILTY IF HE
WORKED FOR
THAT *ALBINO*.
THAT MAKES HIM
EXPENDABLE.

I
THINK THAT
THIS MAN YOU'RE
SHOWING SO MUCH
COMPASSION FOR
WAS PROBABLY THE
BRAINS BEHIND
TOMBSTONE'S
PLANS. OL' SCARY-
FACE HIMSELF ISN'T
SMART ENOUGH TO
PLAN A CRIME
BOSS TAKE-
OVER.

GOOD.
THEN WE'VE
HURT HIM.

THE *SPIDER-TRACER*
I STUCK TO STEVE
MARLOWE'S JACKET!

TOO MANY PEOPLE ARE
GETTING *HURT* HERE. AND IF I
TAKE STEVE MARLOWE DOWN
LIKE I NEED TO, I'LL BE
HURTING HIS SON, *STEVIE*,
AND HIS EX-WIFE, *KATHY*,
TOO.

"IT'S HARD TO BELIEVE
ALL THIS MESS GOT
STARTED ONLY *THIS*
MORNING, WHILE *KATHY*
AND I WERE WORKING
OUR SHIFT AT THE
COFFEE SHOP.

"EVEN THEN, THERE
WAS SOMETHING
ABOUT MARLOWE
THAT I DIDN'T LIKE.
STEVIE WORSHIPPED
HIM, THOUGH.

Coffee Shop

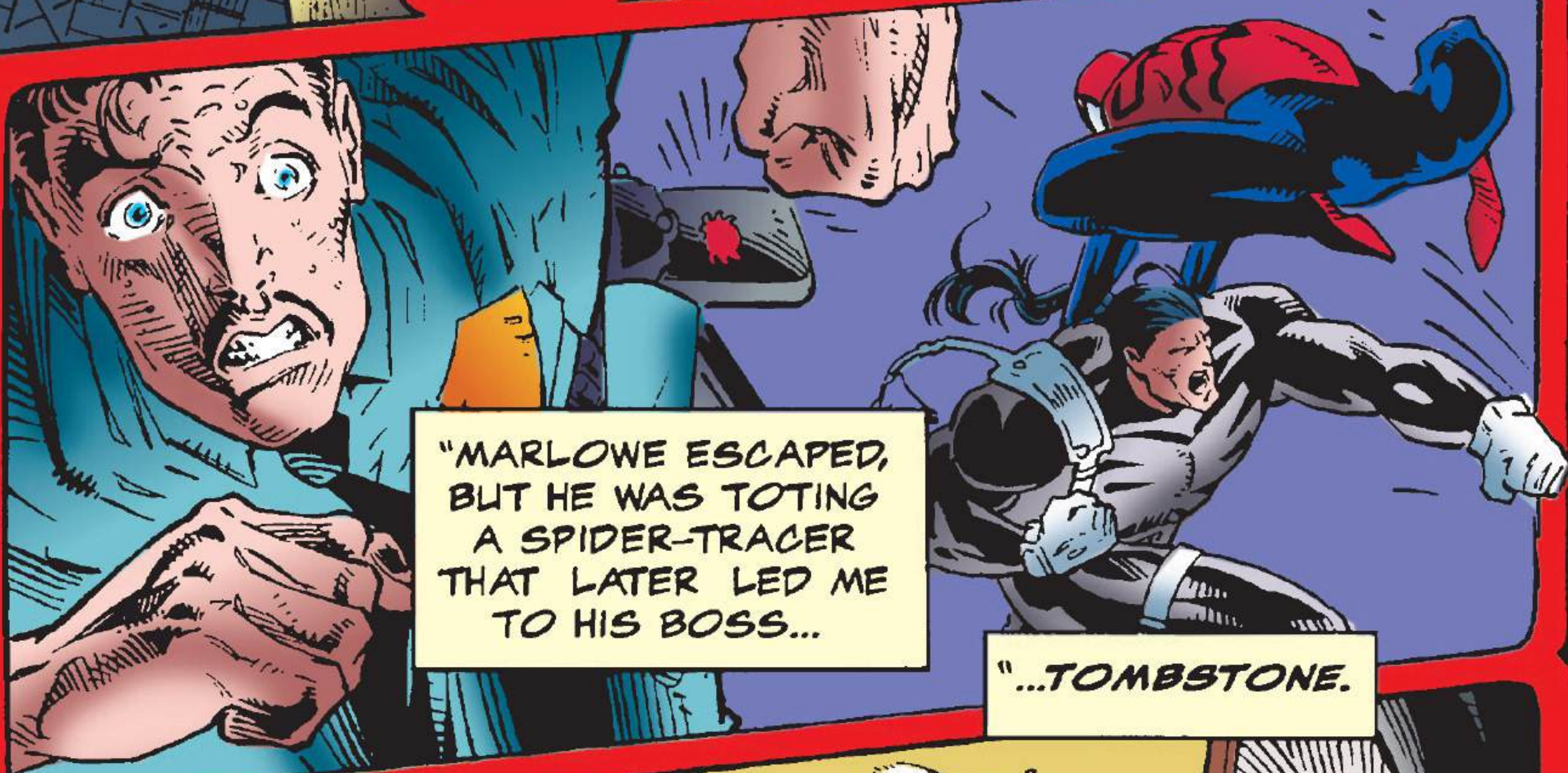
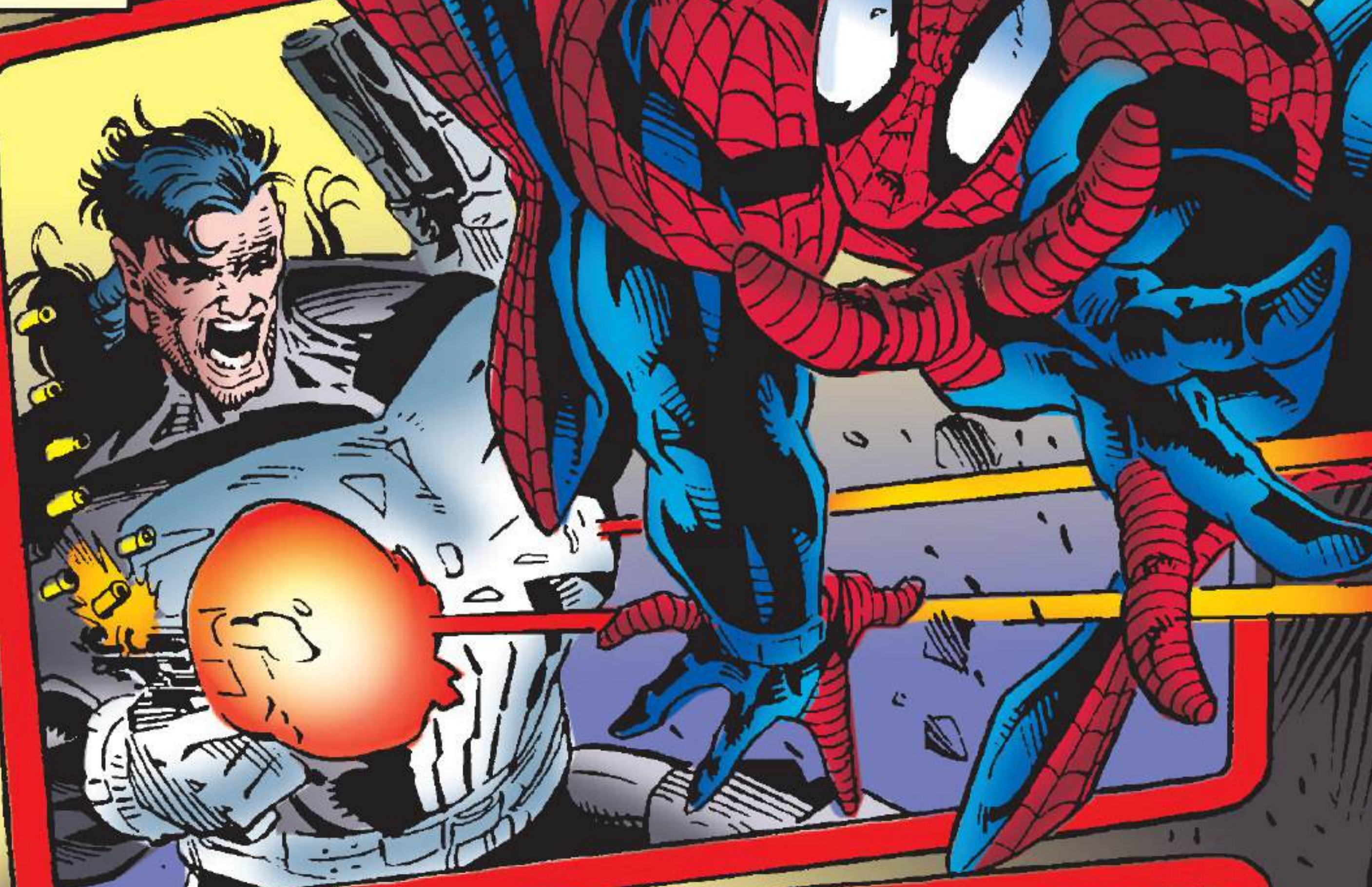


"I COULDN'T SHAKE THAT
FEELING ABOUT
MARLOWE, SO AFTER
WORK I FOLLOWED HIM..."

"...AND DISCOVERED
HE WAS A KILLER
FOR THE MOB."

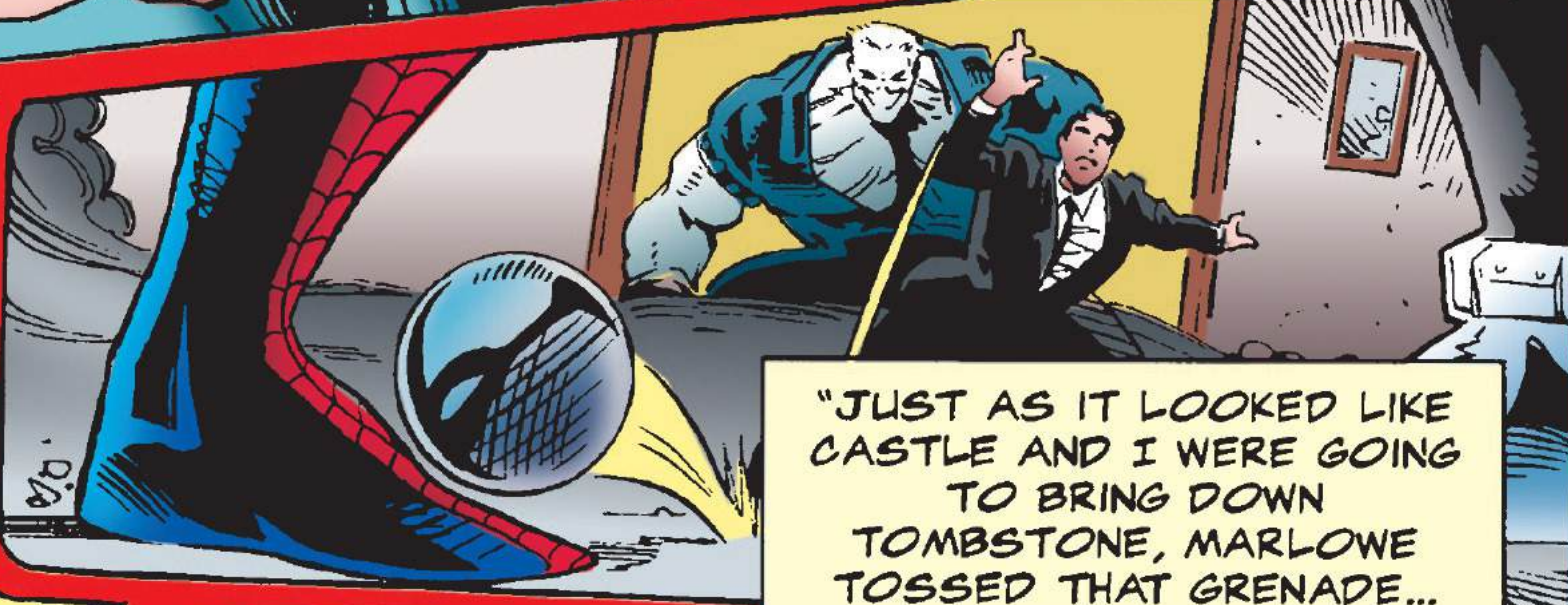
"I TRIED TO SCARE
HIM INTO TELLING ME
WHAT FAMILY HE
WORKED FOR. IT
DIDN'T WORK..."

"...PARTLY DUE TO
INTERFERENCE FROM
THE PUNISHER--WHEN
HE ATTACKED ME!"



"MARLOWE ESCAPED,
BUT HE WAS TOTING
A SPIDER-TRACER
THAT LATER LED ME
TO HIS BOSS..."

"...TOMBSTONE."



"JUST AS IT LOOKED LIKE
CASTLE AND I WERE GOING
TO BRING DOWN
TOMBSTONE, MARLOWE
TOSSED THAT GRENADE..."



"...AND PUNISHER AND
I WERE FORCED TO
USE THE NEAREST
EXIT!"

A comic book panel showing Spider-Man hanging upside down by his web. He is looking down at a man in a black tactical suit with a mask and a large, curved blade. The man is standing on a rooftop with a city skyline in the background. Spider-Man is in the upper left, and the man is in the center. The man is looking up at Spider-Man.

HEY,
SPIDER...

WHAT'S UP
WITH YOU? !?

I WAS JUST
TRYING TO FIGURE OUT
WHERE TOMBSTONE
AND MARLOWE MIGHT
HAVE GONE.

I HAVE AN
IDEA OF *ONE* PLACE
THEY MIGHT GO.

THEY'RE OUT
THERE SOMEWHERE.
AND I'M GOING TO
TAKE THEM DOWN ANY
WAY I CAN.

THEN I HAVE THE
GERACI FAMILY TO
DEAL WITH.

WHEN SPIDER-MAN
MEDDLED IN THE WAR BETWEEN
TOMBSTONE AND THE GERACIS,
THE SPIDER ENDED UP ON THE
GERACI HIT LIST. AND SINCE I'M
TRYING TO PROVE MYSELF AS
BOSS OF THE GERACI FAMILY, IT
FELL TO ME TO PLAY
SPIDER-KILLER.

THEN
WHAT ARE WE
STANDING
AROUND *HERE*
CHEWING THE FAT
FOR?

I'VE GOT TO FIGURE
OUT HOW TO MAKE *THOSE*
FOLKS HAPPY WHEN THIS IS
OVER, SINCE I'VE GONE
AGAINST THEIR WISHES AND
DECIDED *NOT* TO KILL
SPIDER-MAN.

SOMEHOW,
I THINK THAT'S
GONNA BE A
TOUGH THING TO
PULL OFF.

ESPECIALLY
SINCE I HAVE
NO IDEA AT
ALL ON *HOW*
TO GO ABOUT
IT.

THE GERACI MANSION, OUTSIDE NEW YORK CITY.

THE REPORT WE GOT FROM MARIO PROVES IT!!

NOT ONLY DID CASTLE NOT KILL SPIDER-MAN, BUT HE THREATENED TO KILL A MEMBER OF OUR FAMILY -- MARIO.*

* IN SPIDER-MAN/PUNISHER: FAMILY PLOT #1. -CHRIS

THAT PROVES HE'S TOO DANGEROUS. I SAY WE CUT OUR LOSSES AND TAKE HIM OUT WHILE WE CAN!

MAYBE JOEY'S RIGHT, DON GERACI. WHAT YOU THINKING 'BOUT ALL THIS, LESLIE?

YOU'RE ALL JUMPING THE GUN.

VINNIE, I KNOW IT DOESN'T LOOK GOOD SINCE THE PUNISHER THREATENED TO KILL YOUR SON, MARIO...

YEAH. THAT'S TRUE...WHAT'S WITH YOU, JOEY? YOU'RE TWITCHIN' LIKE A BUG UNDER A MAGNIFYING GLASS.

NOTHIN'. JUST THINKING ABOUT SOME STUFF.

WHEN I MADE THAT DEAL WITH TOMBSTONE TO BECOME HEAD OF THE GERACI FAMILY, I DIDN'T KNOW THAT HE'D ACTUALLY TRY AND KILL DON GERACI.

THERE'S MORE TO FRANK CASTLE THAN ANY OF US CAN KNOW. HE MAY YET KILL SPIDER-MAN. SO HE STAYS.

FOR NOW.

BUT IF CASTLE FAILS US...

...HE'LL WISH HE'D DIED IN THAT ELECTRIC CHAIR.

STUPID!!

I'VE REALLY GOT TO COVER MY BUTT ON THIS ONE.

...BUT I JUST CAN'T HELP FEELING THAT THE FAMILY HASN'T GIVEN CASTLE ENOUGH TIME TO REALLY PROVE HIMSELF--ONE WAY OR THE OTHER.

NOT ONLY THAT, BUT WE KEEP TESTING HIM. WHY SHOULD HE TRUST US?

MEANWHILE...

...IN THE BEDROOM OF
LITTLE STEVIE MARLOWE...
HIS MOTHER'S APARTMENT...

I CAN'T SLEEP.
I DON'T WANT
TO SLEEP.

I'M SO MAD AT
MOM. SHE'S
GOT TOO MANY
RULES.

AND SHE'S
MEAN TO ME.

NOT LIKE DAD.
HE LETS ME DO
PRETTY MUCH WHAT
I WANT. VIDEO
GAMES, MOVIES...
ANYTHING.

I'M GONNA GO
LIVE WITH HIM.

FIRST...I'VE
GOT TO GET THE
KEYS TO DAD'S
PLACE BACK FROM HER.

THEN WE'RE
ON OUR WAY.

MAN, IT'S
DARK.

THE
COPS!!

NO. JUST AN
AMBULANCE.

THOUGHT MAYBE
MOM HAD THE
COPS OUT AFTER
ME ALREADY.

I'M NOT
SCARED. I CAN
MAKE IT AROUND
THE CITY ON MY
OWN...

"...AND ONCE I GET TO
DAD'S APARTMENT,
IT'LL BE JUST ME AND
HIM, AND NOBODY TO
TELL US WHAT TO DO!"

WHERE DO I GO
FROM HERE? THAT
GROVER DILL HAD
TO GO AND GET
HIMSELF KILLED AND
HE HAD THE *WHOLE*
PLAN IN HIS HEAD.

HE SAID WE
SHOULDN'T
LEAVE A PAPER
TRAIL.

PROBLEM
IS...I GOT NO
TRAIL, NOW.

SO WHAT
NOW, BOSS?

DON'T
INTERRUPT ME
WHEN I'M
THINKING!!

urr uumpph
duin nubin!!

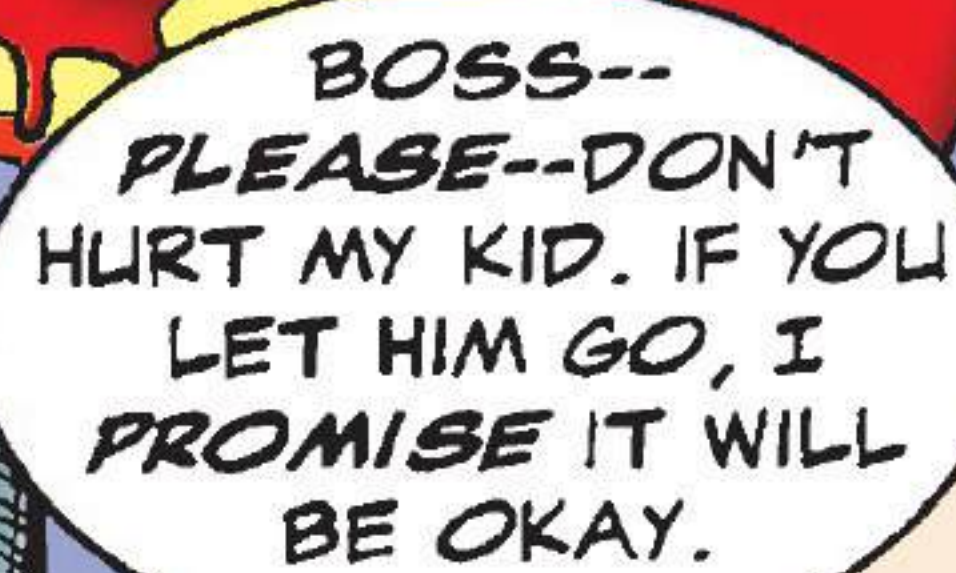
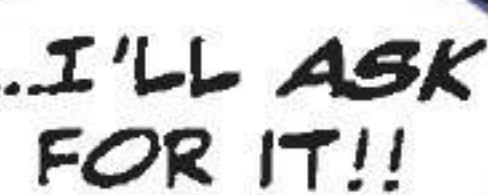
NOW
WHERE WAS
I?

I GOT IT!!

THE *MAYOR!!*
WE TAKE HIM OUT
TONIGHT...I KNOW
HE WAS ON DILL'S
LIST.

BOSS. I'M
NOT SURE WE
CAN DO THAT. WITH
ALL THE OTHER HITS
THAT HAVE GONE DOWN,
THEY'VE BEEFED UP
SECURITY EVERY-
WHERE.

EVEN THE
MAYOR'S GOT...
uh...GOT...uh,
FORGET I SAID
ANYTHING.



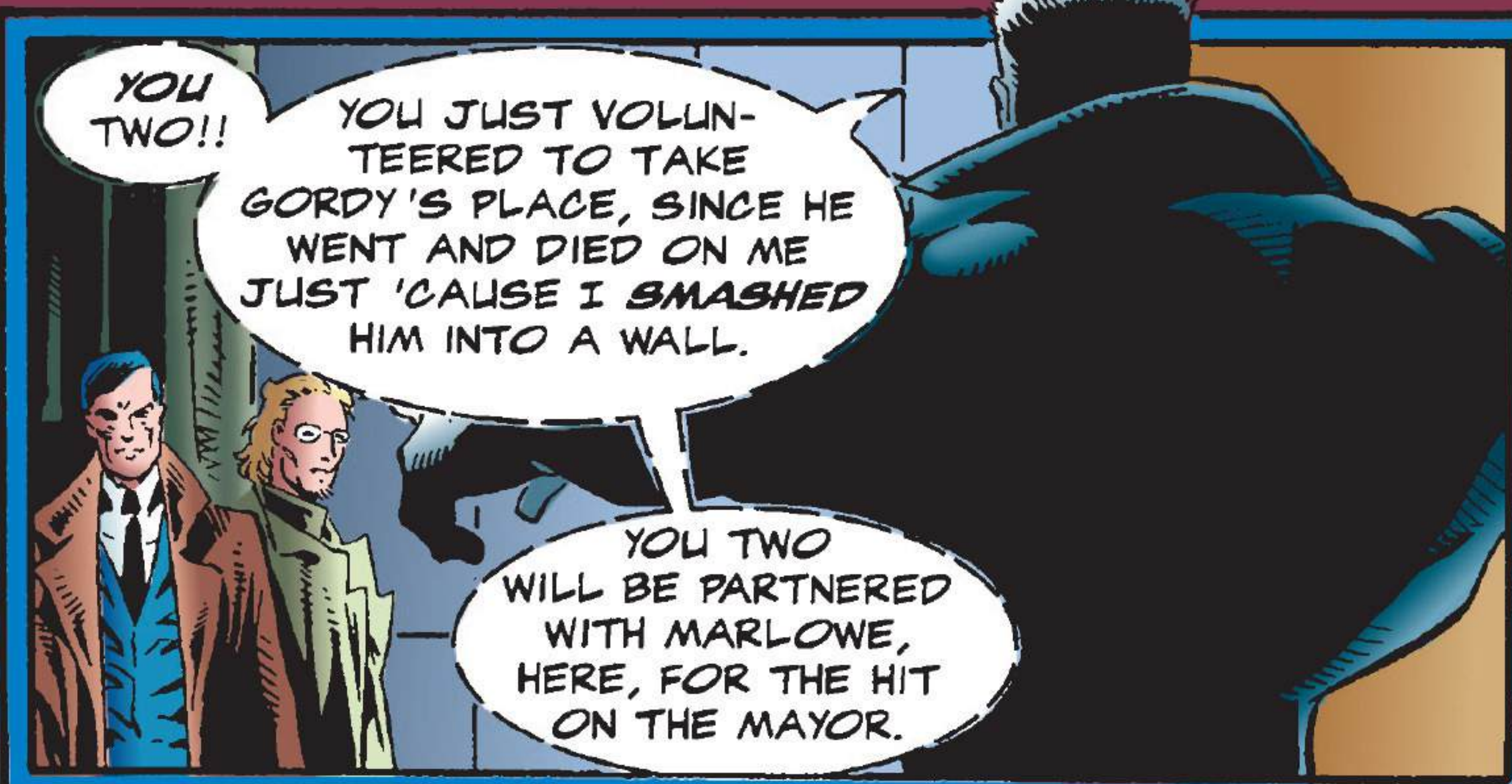


THE KID HAS SEEN TOO MUCH.

I'M GONNA KEEP HIM HERE UNTIL MY PLANS ARE ALL WRAPPED UP AND I'M THE NEW **CRIME BOSS** OF NEW YORK.

THEN, THE KID CAN GO FREE.

YEAH, FREE-- RIGHT!!



YOU TWO!!

YOU JUST VOLUNTEERED TO TAKE GORDY'S PLACE, SINCE HE WENT AND DIED ON ME JUST 'CAUSE I **SMASHED** HIM INTO A WALL.

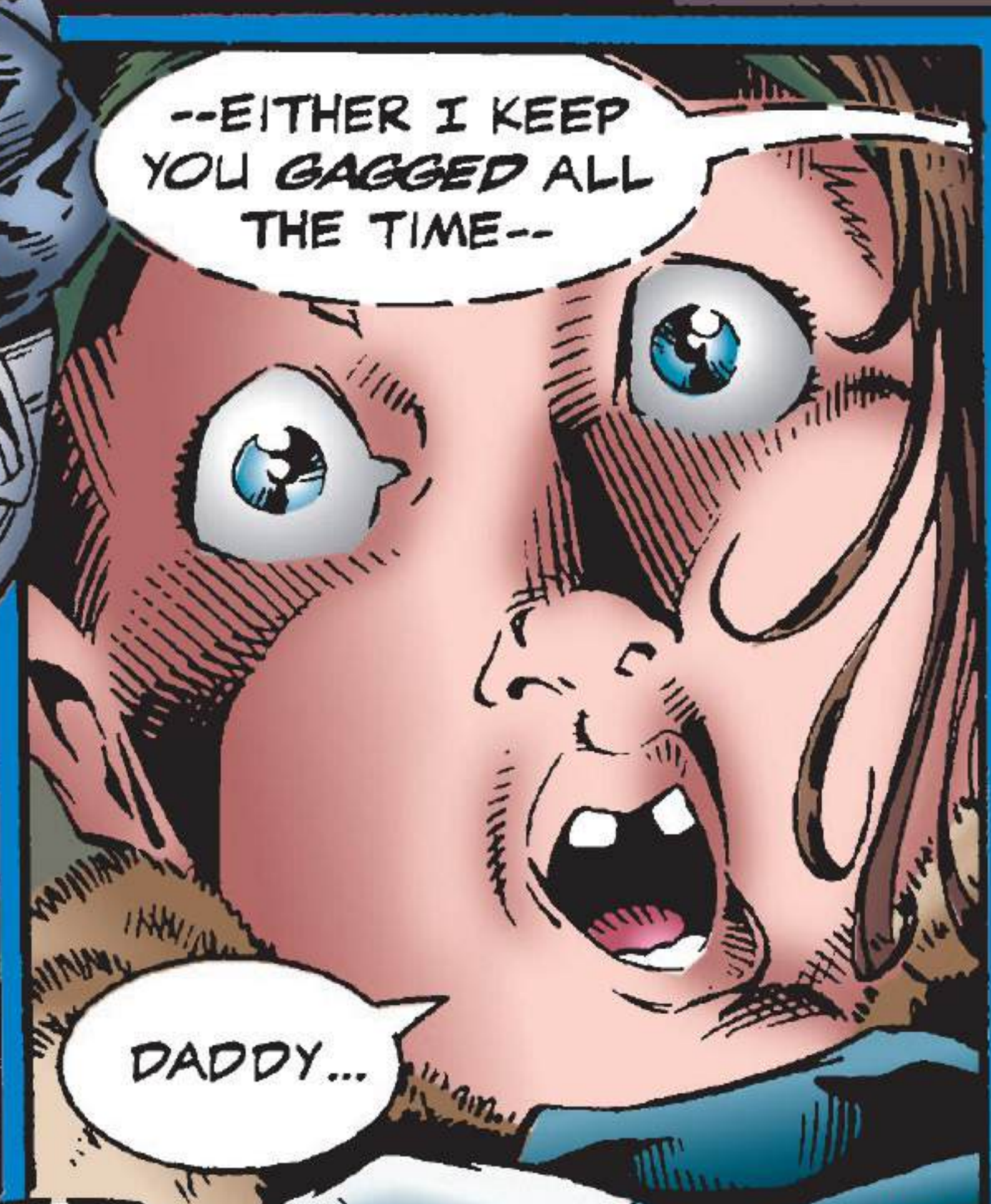
YOU TWO WILL BE PARTNERED WITH MARLOWE, HERE, FOR THE HIT ON THE MAYOR.



DON'T SCREW UP, MARLOWE, OR YOU'LL ALL END LIKE GORDY... OR WORSE!!

HERE. PUT THIS UNIFORM ON, JOHN.

KID. YOU GOT A CHOICE--

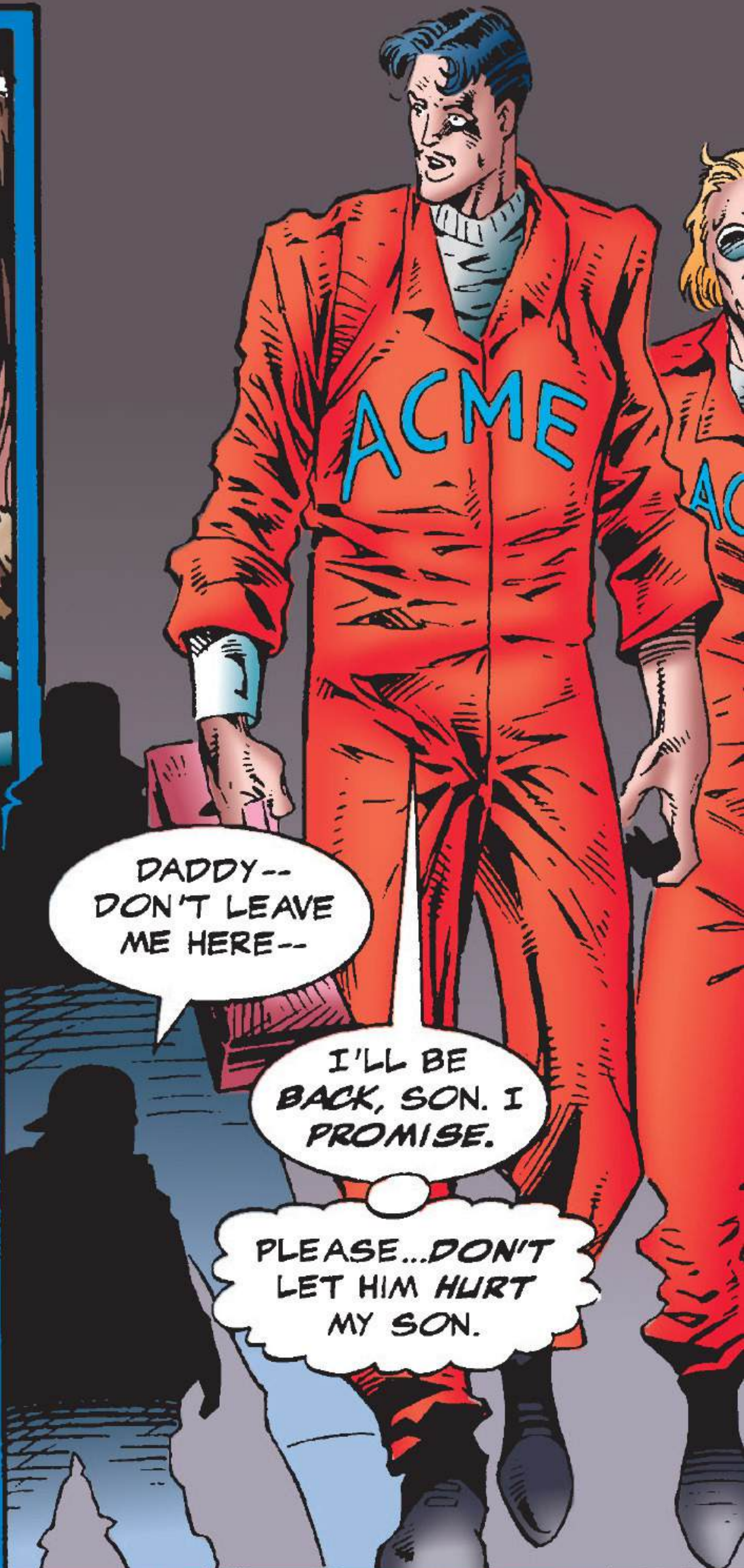


--EITHER I KEEP YOU **GAGGED** ALL THE TIME--

DADDY...

--OR YOU KEEP YOUR MOUTH **SHUT** AND BE GOOD AND QUIET.

IT'S YOUR CHOICE, KID.

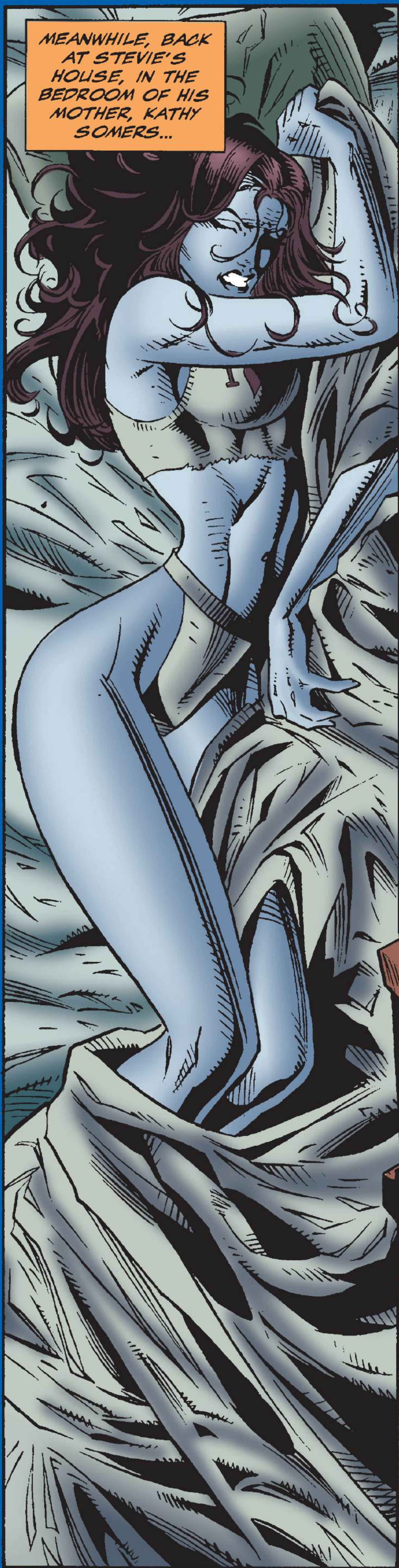


DADDY-- DON'T LEAVE ME HERE--

I'LL BE BACK, SON. I PROMISE.

PLEASE...DON'T LET HIM HURT MY SON.

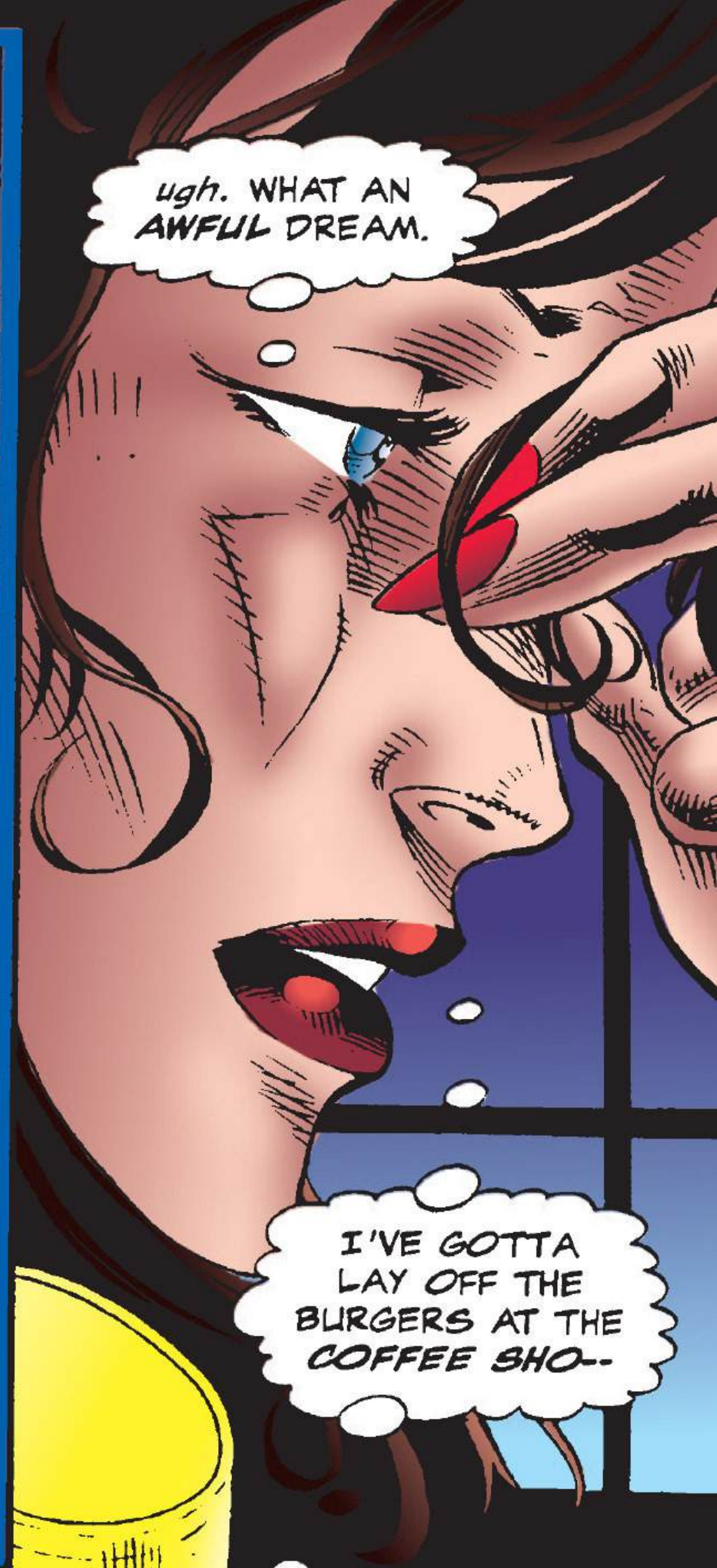
MEANWHILE, BACK
AT STEVIE'S
HOUSE, IN THE
BEDROOM OF HIS
MOTHER, KATHY
SOMERS...



STEVIE!!



ugh. WHAT AN
AWFUL DREAM.



I'VE GOTTA
LAY OFF THE
BURGERS AT THE
COFFEE SHO--

THE KEY TO
STEVE'S
APARTMENT.
IT'S GONE!!

STEVIE'S
RUN AWAY FROM
HOME!!



"HE'S GOT TO BE ON HIS WAY TO HIS FATHER'S APARTMENT!"

THERE'S AN *INNOCENT BOY* IN MARLOWE'S APARTMENT, SPIDER. WE DON'T MAKE A *MOVE* IF IT PUTS THAT KID IN DANGER.

EASY, CASTLE. MY FIRST CONCERN IS FOR THE CHILD, TOO...

...MORE THAN YOU KNOW! THAT'S *STEVIE* IN THERE-- KATHY'S KID! BUT EVEN IF WE KEEP HIM FROM GETTING HURT *PHYSICALLY*...

...WHAT'S TAKING HIS *DAD* DOWN GONNA DO TO HIS HEAD?

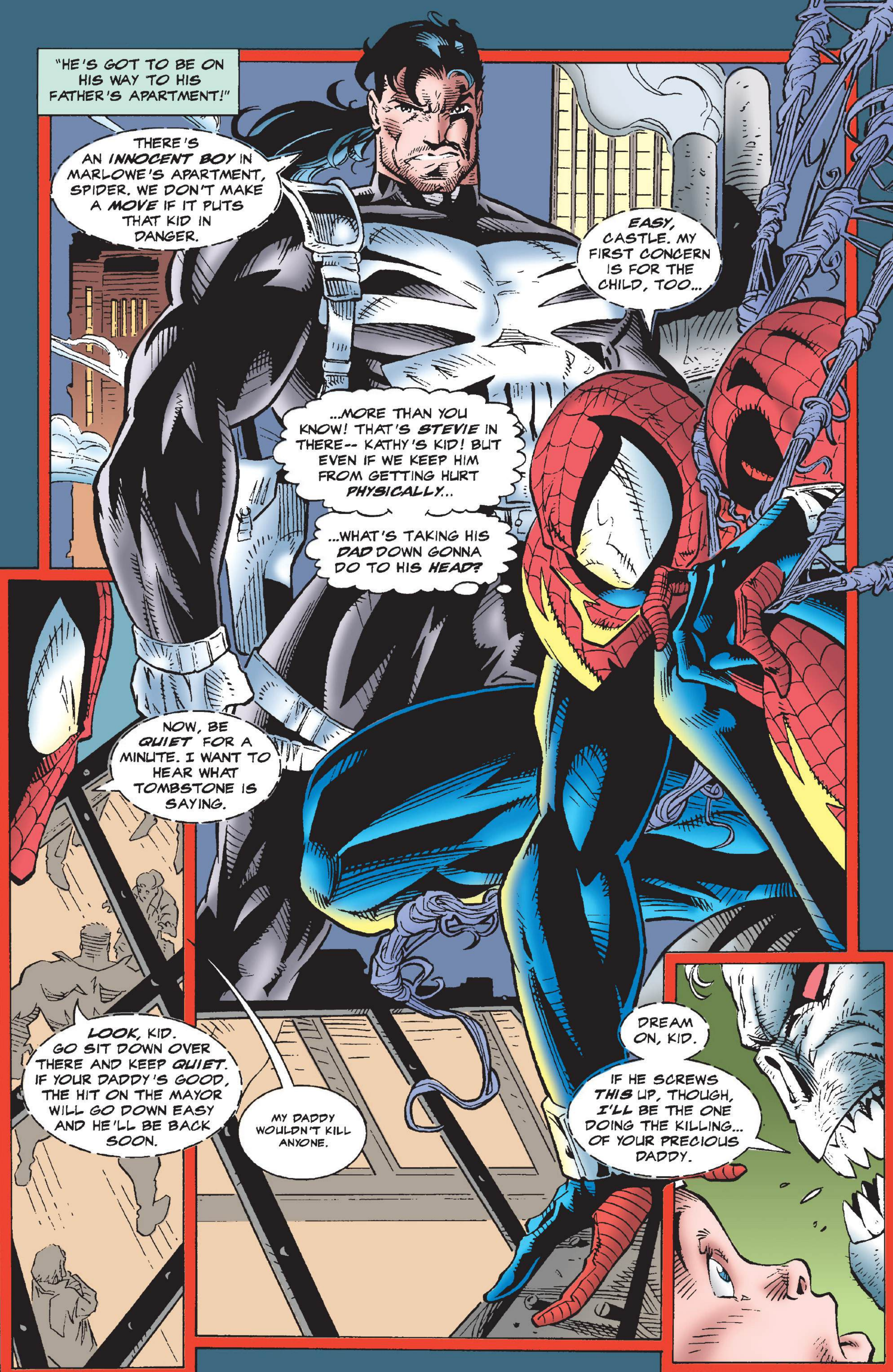
NOW, BE *QUIET* FOR A MINUTE. I WANT TO HEAR WHAT *TOMBSTONE* IS SAYING.

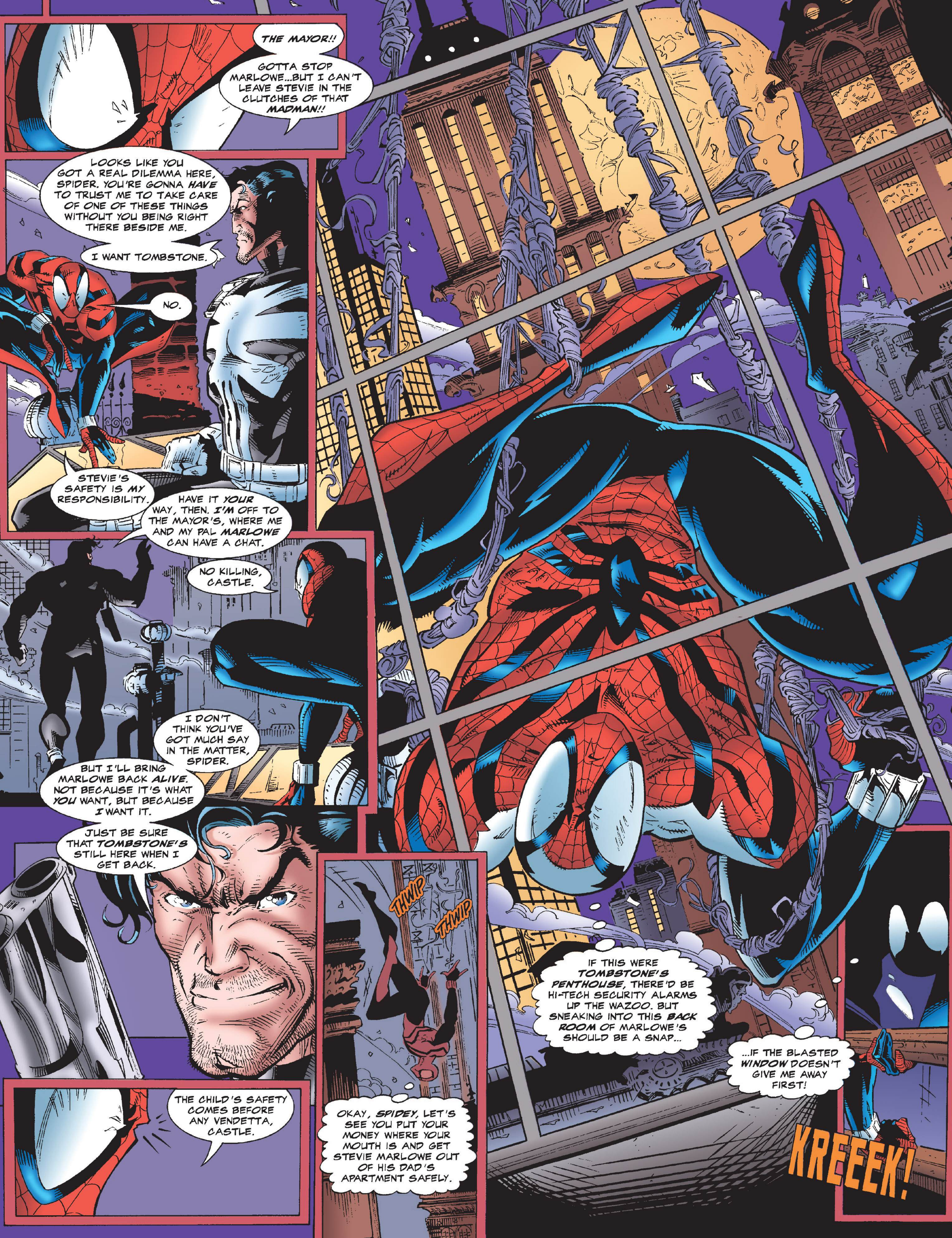
LOOK, KID. GO SIT DOWN OVER THERE AND KEEP *QUIET*. IF YOUR DADDY'S GOOD, THE HIT ON THE MAYOR WILL GO DOWN EASY AND HE'LL BE BACK SOON.

MY DADDY WOULDN'T KILL ANYONE.

DREAM ON, KID.

IF HE SCREWS *THIS* UP, THOUGH, I'LL BE THE ONE DOING THE KILLING... OF YOUR PRECIOUS DADDY.





THE MAYOR!!

GOTTA STOP MARLOWE...BUT I CAN'T LEAVE STEVIE IN THE CLUTCHES OF THAT MADMAN!!

LOOKS LIKE YOU GOT A REAL DILEMMA HERE, SPIDER. YOU'RE GONNA HAVE TO TRUST ME TO TAKE CARE OF ONE OF THESE THINGS WITHOUT YOU BEING RIGHT THERE BESIDE ME.

I WANT TOMBSTONE.

NO.

STEVIE'S SAFETY IS MY RESPONSIBILITY.

HAVE IT YOUR WAY, THEN. I'M OFF TO THE MAYOR'S, WHERE ME AND MY PAL MARLOWE CAN HAVE A CHAT.

NO KILLING, CASTLE.

I DON'T THINK YOU'VE GOT MUCH SAY IN THE MATTER, SPIDER.

BUT I'LL BRING MARLOWE BACK ALIVE. NOT BECAUSE IT'S WHAT YOU WANT, BUT BECAUSE I WANT IT.

JUST BE SURE THAT TOMBSTONE'S STILL HERE WHEN I GET BACK.

THE CHILD'S SAFETY COMES BEFORE ANY VENDETTA, CASTLE.

OKAY, SPIDEY, LET'S SEE YOU PUT YOUR MONEY WHERE YOUR MOUTH IS AND GET STEVIE MARLOWE OUT OF HIS DAD'S APARTMENT SAFELY.

IF THIS WERE TOMBSTONE'S PENTHOUSE, THERE'D BE HI-TECH SECURITY ALARMS UP THE WAZOO. BUT SNEAKING INTO THIS BACK ROOM OF MARLOWE'S SHOULD BE A SNAP...

...IF THE BLASTED WINDOW DOESN'T GIVE ME AWAY FIRST!

KREEEK!



I THOUGHT FOR SURE THAT SOMEONE WOULD HEAR THAT WINDOW.

I... VOICES!!



I'LL BE BACK. I GOTTA FIND THE JOHN. MAN, HOW DOES MARLOWE AFFORD A PLACE THIS BIG?

I KNOW WHAT YOU MEAN. THIS PLACE IS FREAKIN' HUGE.



HUGE. I'LL BE GETTIN' ME A HUGE PLACE OF MY OWN. SOON'S I FIGURE OUT--

OK HIGH



huh?!?



mmrrmpphh! Frufph!



I HOPE HE DIDN'T NEED TO USE THE BATHROOM TOO BADLY.

JOKE ALL YOU WANT AFTER THIS IS OVER, REILLY. RIGHT NOW THERE'S A SCARED LITTLE BOY WHO NEEDS YOUR HELP. YOU'D BETTER NOT LET HIM DOWN...

"...I JUST HOPE THE
PUNISHER DOESN'T
LET ME DOWN."

WHO ARE
YOU GUYS?

ACME MAINTEN-
ANCE. WE'RE HERE TO
CLEAN THE BUILDING.

WE
THOUGHT THAT
EVERYONE FROM
THE CLEANERS
WAS HERE
ALREADY.

THEY
CALLED IN FOR
SOME 'SPECIAL'
CLEANERS TO
HELP WITH A
PROBLEM.
WE'RE IT.

WELL...WE
GOT TO SEARCH
ALL YOU GUYS
BEFORE YOU
CAN GO IN.

I DON'T
MEAN TO RUSH
YOU GUYS, BUT
CAN YOU HURRY
IT UP? WE'RE
ALREADY RUN-
NING LATE.

AIN'T *EVERYONE* IN
A HURRY NOWADAYS? YOU
GUYS ARE CLEAN. YOU
CAN GO ON IN.

THANKS,
OFFICER. YOU HAVE
A GOOD EVENING
NOW.

OKAY, JOHN,
GET THEM OUT
OF THERE.

GUNS
IN WATERPROOF
BAGS. GREAT IDEA,
STEVE.





WE'RE IN!!

LET'S DO THE DEED AND GET OUT BEFORE THE COPS DOWNSTAIRS FIND OUT WHAT'S GOING ON!

THE MAYOR'S BEDROOM IS THIS WAY. WE'RE CLEAR ALL THE WAY.

SOME POINT MAN YOU'D MAKE, MARLOWE

AGK*

VIP

VIP

VIP

KERR

ASH

K-POW
K-POW
K-POW



DROP IT,
MARLOWE.

PUNISHER?
NO NO NO...

I
SAID...**DROP**
IT!!

YOUR TWO
PALS ARE DOWN AND
YOU'VE GOT NO
BACK-UP.

SO IT'S JUST
YOU AND ME NOW.
ARE YOU MAN ENOUGH
TO TAKE ME ON?

PLEASE.
GIVE ME AN EXCUSE
TO PULL THE
TRIGGER.

ACME



OKAY.
YOU WIN.



GOOD ANSWER, KID.

WHAT'S GOING ON OUT THERE? WHERE ARE MY BODYGUARDS?

EVERYTHING'S UNDER CONTROL, MR. MAYOR. JUST SOME MICE.

...BUT BEFORE YOU DO, I GOTTA MAKE SURE MY SON IS SAFE.

I'M NOT GOING TO KILL YOU...

...YET!!

BUT, YOU ARE GOING BACK WITH ME TO FACE TOMBSTONE.

WHETHER YOU WANT TO OR NOT!

LOOK, I KNOW YOU'RE GONNA KILL ME...

"BY THE WAY...YOUR SON'S PROBABLY IN *SAFE HANDS* BY NOW."

I'VE HAD *JUST* ABOUT ENOUGH OF YOU, BOY. I CAN'T THINK STRAIGHT WITH YOU IN HERE *WHINING* ALL THE TIME.

I WANNA GO HOME.

I *SHIFF*? WANT MY MOM.

I'VE GOT TO GET RID OF THIS BOY IF I EVER EXPECT TO FIGURE OUT THE NEXT STAGE OF MY TAKEOVER PLAN.

SHAWN!! BENNY!! WHERE'D YOU ALL GET TO?!

GET IN HERE AND TAKE CARE OF THIS KID--*NOW!!*

OHMAN-OMANOMAN--
RUN, STEVIE!!

NOT SO FAST, KID.



I NEVER HAD ANY
PATERNAL DESIRES IN
MY LIFE--AND YOU'VE
MADE ME GLAD OF
THAT, KID.

SHAWN!!
GET IN HERE,
NOW!!

BOSS--
TRIED TO STOP
HIM...

AT THAT MOMENT, AT
THE FRONT DOOR...

HE'S
NOT GOING
TO DO ANYTHING
TO STEVIE,
MA'AM--

STEVIE!!
W-WHAT ARE YOU
DOING TO MY
STEVIE?!!

WHO--?!?

--NOW THAT
MY WEB-BALL HAS
KNOCKED STEVIE
FREE OF HIS
GRASP...



WHAM!

...AND
KNOCKED OUT
THE LAST OF HIS
PLAYMATES.

NOW IT'S
JUST YOU AND
ME, TOMB-
STONE.

YOU!!

BUT YOU'RE
DEAD!!

I'M
VERY FAR
FROM BEING
DEAD--

--AND THE
NAME'S NOT YOU--
IT'S SPIDER-
MAN!!

STEVIE...HEAD
FOR THE DOOR,
SON.

WE'RE
GETTING OUT
OF HERE.



YEE-AA-A-RRR!!!

SLOPPY
ATTACK, PASTY-
FACE.

IT
WASN'T YOU I
WAS AFTER,
FOOL!

GET BACK
IN HERE, YOU
TWO.

CAN'T AFFORD
ANY MORE MISTAKES
IN JUDGMENT LIKE
THAT ONE.

TIME TO TAKE
THIS SLUCKER
DOWN--HARD!!

WHAM!

WHOA!!

KROM!

WITHOUT MY
SPIDER-SENSE, HE
WOULD HAVE TAGGED
ME JUST THEN...

...INSTEAD THE
REAL-ESTATE
AGENTS ARE GOING
TO HAVE SOME HEAVY
REDECORATING TO
DO WHEN THIS IS
OVER...



"...AND I PLAN TO MAKE THIS OVER *FAST*!!"

I'M TIRED OF YOU, LITTLE MAN.





I'LL KILL YOU WITH MY **BARE HANDS!!**

DODGING THAT COFFEE TABLE LEFT ME OPEN FOR **TOMBSTONE'S ATTACK!**

WITH YOU OUT OF THE WAY, LITTLE MAN, I'LL BE ABLE TO TAKE OVER AS **CRIME BOSS EASILY.**

CAN'T--BREAK--HIS--HOLD--

FORGOT--HOW STRONG--HE IS.

LET'S SEE HOW MUCH HE LIKES...

...SOME SPIDER **STINGERS!!**

FORGET ABOUT MY **BULLET-PROOF SKIN**, YOU LITTLE--?

WHAT IS THAT?!?

WHA--?!?

YAAAAIIII!!

SPIDER-SENSE IS GOING OFF AGAIN. WHAT--?

SOMETHING'S **BLOWING OUT THE FRONT DOOR!**

BOOM

WELL, WELL...
THE PUNISHER! I
SHOULD HAVE KNOWN
YOU'D BE ALIVE,
TOO.

YEAH--
WELL, I'M LIKE THE
PROVERBIAL **BAD PENNY**. I
KEEP TURNING UP...WITH A
BATCH OF HANDY GREN-
ADES AND SOME OTHER
SURPRISES THIS
TIME.

LET'S
SEE WHAT I
CAN DO ABOUT
THAT.

DAD!!
YOU CAME BACK
FOR ME!

STEVIE AND
KATHY--MY WHOLE
FAMILY'S IN
DANGER BECAUSE
OF ME!

EITHER
OF YOU HEROES
TRIES ANYTHING AND
I SHOOT HER AND
THAT WHINY KID.

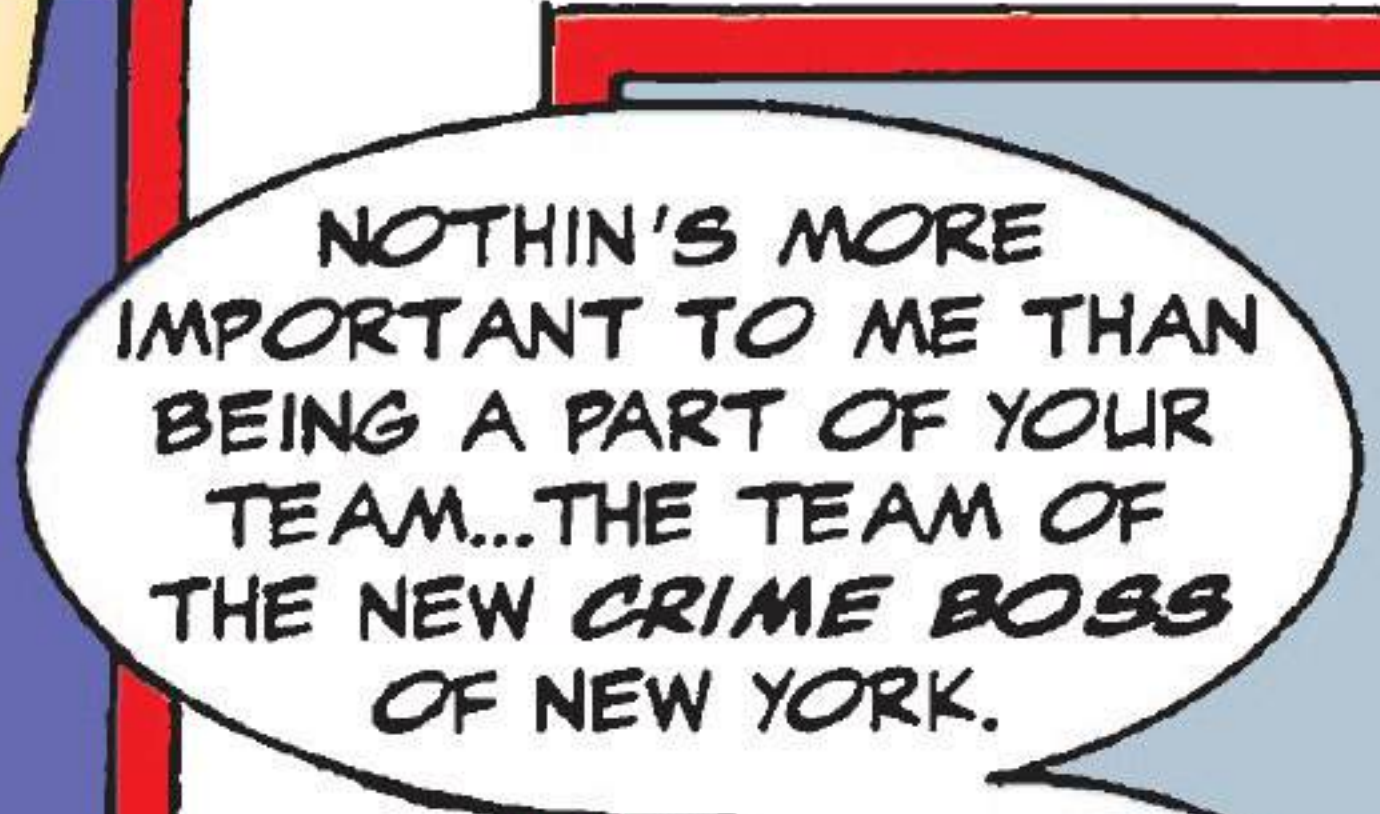
TOMBSTONE...

WHAAACK

I'M STILL A
LOYAL EMPLOYEE. I
WANT IN ON THIS
ACTION. I'VE GOT TO
BE PART OF YOUR
TEAM.



EVEN IF YOUR SON AND WIFE'S LIVES ARE AT STAKE? WHAT HAPPENED TO THE GREAT FAMILY MAN?



NOTHIN'S MORE IMPORTANT TO ME THAN BEING A PART OF YOUR TEAM...THE TEAM OF THE NEW CRIME BOSS OF NEW YORK.



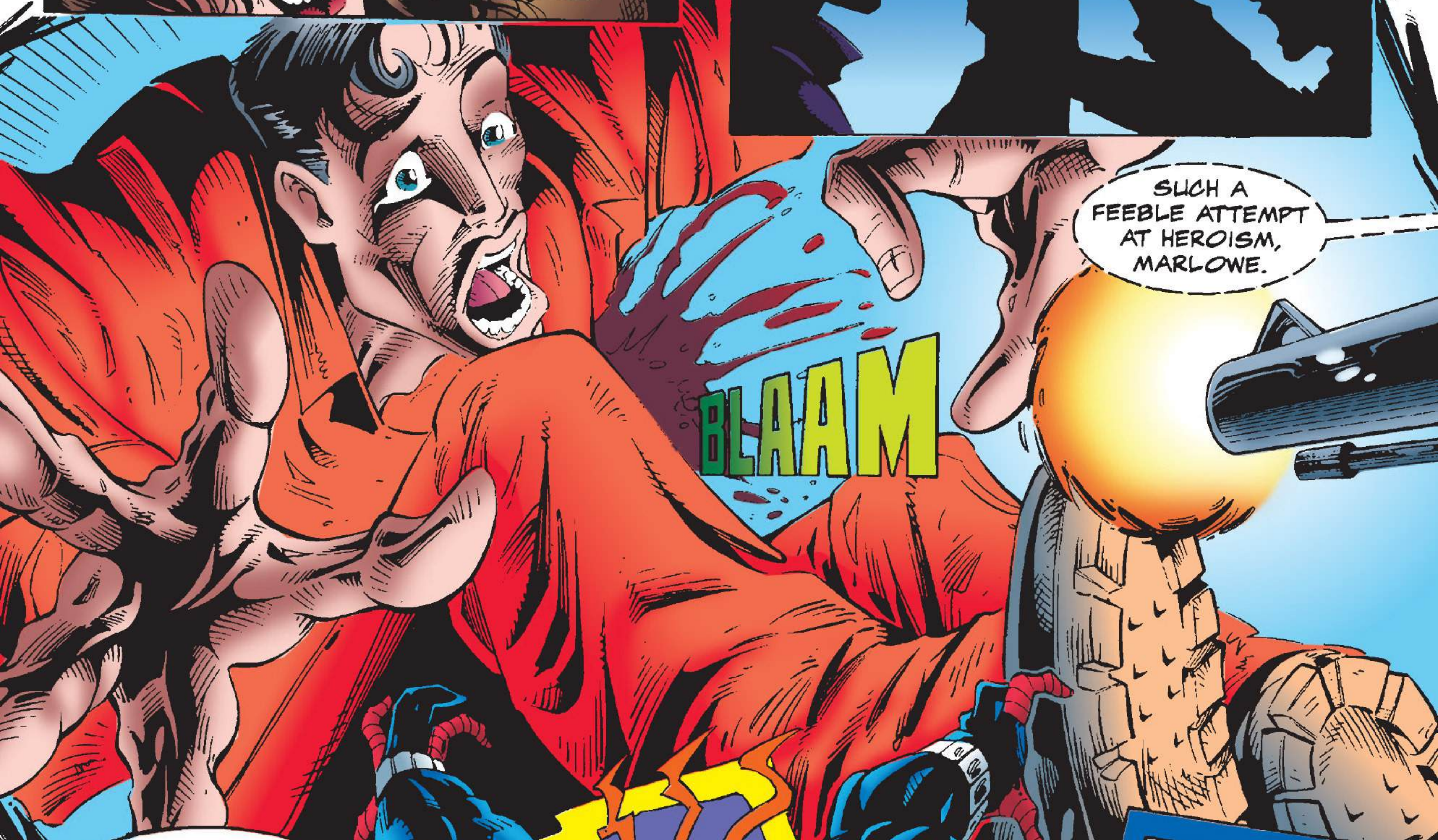
BESIDES... THE OLD LADY AND I ARE DIVORCED.

STEVE!!

DAD-DY!!

I'M NOT THE BEST FATHER IN THE WORLD ANYWAY...

...BUT I'D NEVER LET A SCUM LIKE YOU HARM A HAIR ON THEIR HEADS.



SUCH A FEEBLE ATTEMPT AT HEROISM, MARLOWE.

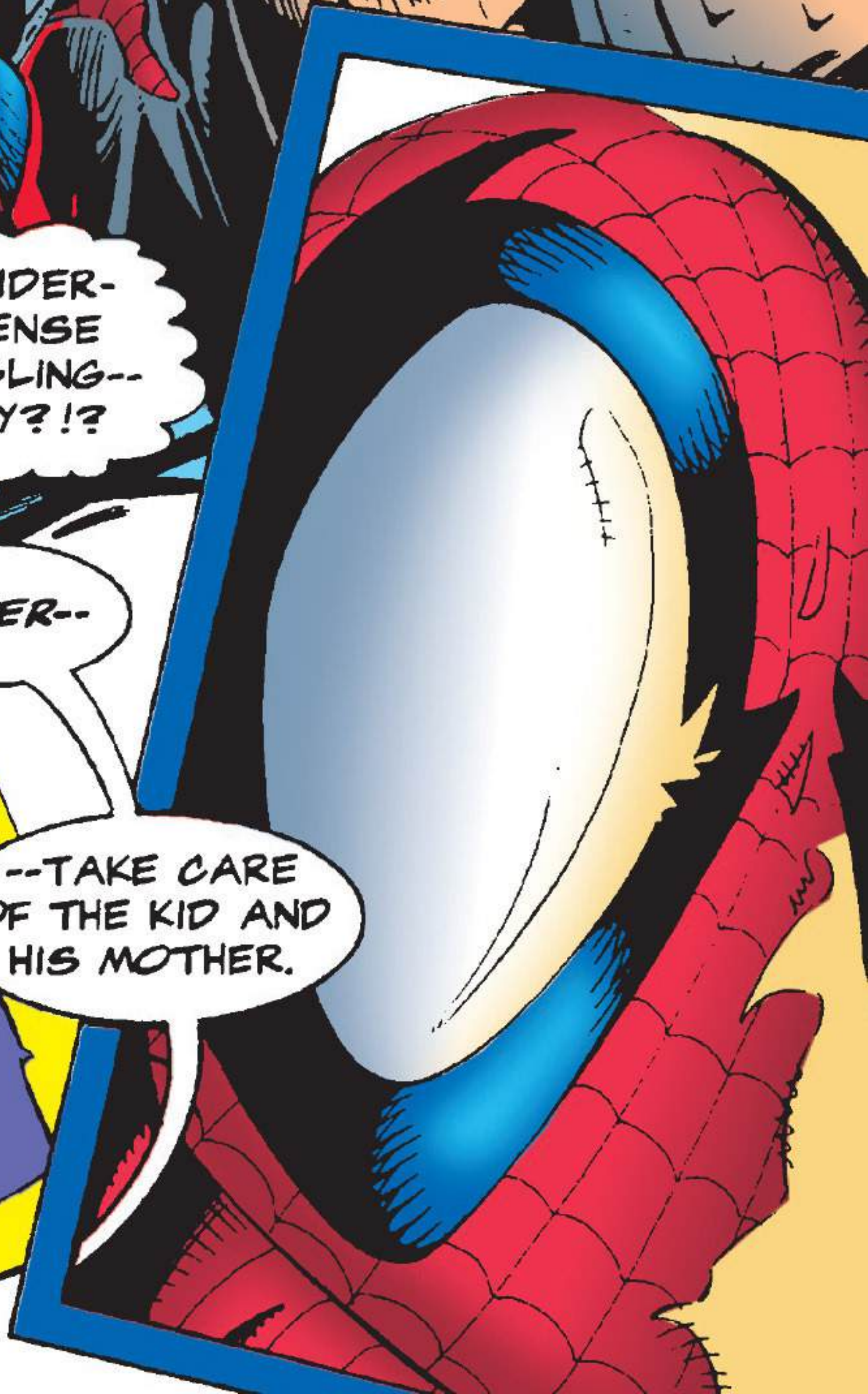
NOT SO FEEBLE, CONSIDERING IT DISTRACTED YOU FROM THE BOY AND HIS MOTHER LONG ENOUGH FOR ME TO...



SPIDER-SENSE TINGLING-- WHY?!?

SPIDER--

--TAKE CARE OF THE KID AND HIS MOTHER.





I'LL
TAKE CARE OF
MR. SUNSHINE
MYSELF.

YOU
TWO *STAY*
DOWN!!

AND KEEP
YOUR FINGERS
CROSSED THAT
THIS WEB SHIELD
HOLDS UP!

OH --



GEEZ,
CASTLE--HOW
ABOUT A
LITTLE LESS FIRE-
POWER NEXT
TIME?!?

YOU TWO
OKAY?

I
THINK
SO.

I
DON'T SEE
ANY SIGN OF
TOMBSTONE.

DON'T
SUPPOSE
THERE'S MUCH
OF HIM LEFT
TO SEE.





I SAID NO KILLING.

YEAH? WELL I DON'T HAVE ANY SYMPATHY FOR *HIS* KIND WHEN THEIR TICKETS GET PUNCHED.

BUT DON'T MAKE ME PUNCH *YOURS*.

I'M GETTING OUT OF HERE AND YOU'RE NOT GOING TO STOP ME.

CASTLE, I--

DADDY! DADDY, DON'T DIE!

STEVIE... THERE'S...NOTHING WE CAN DO.

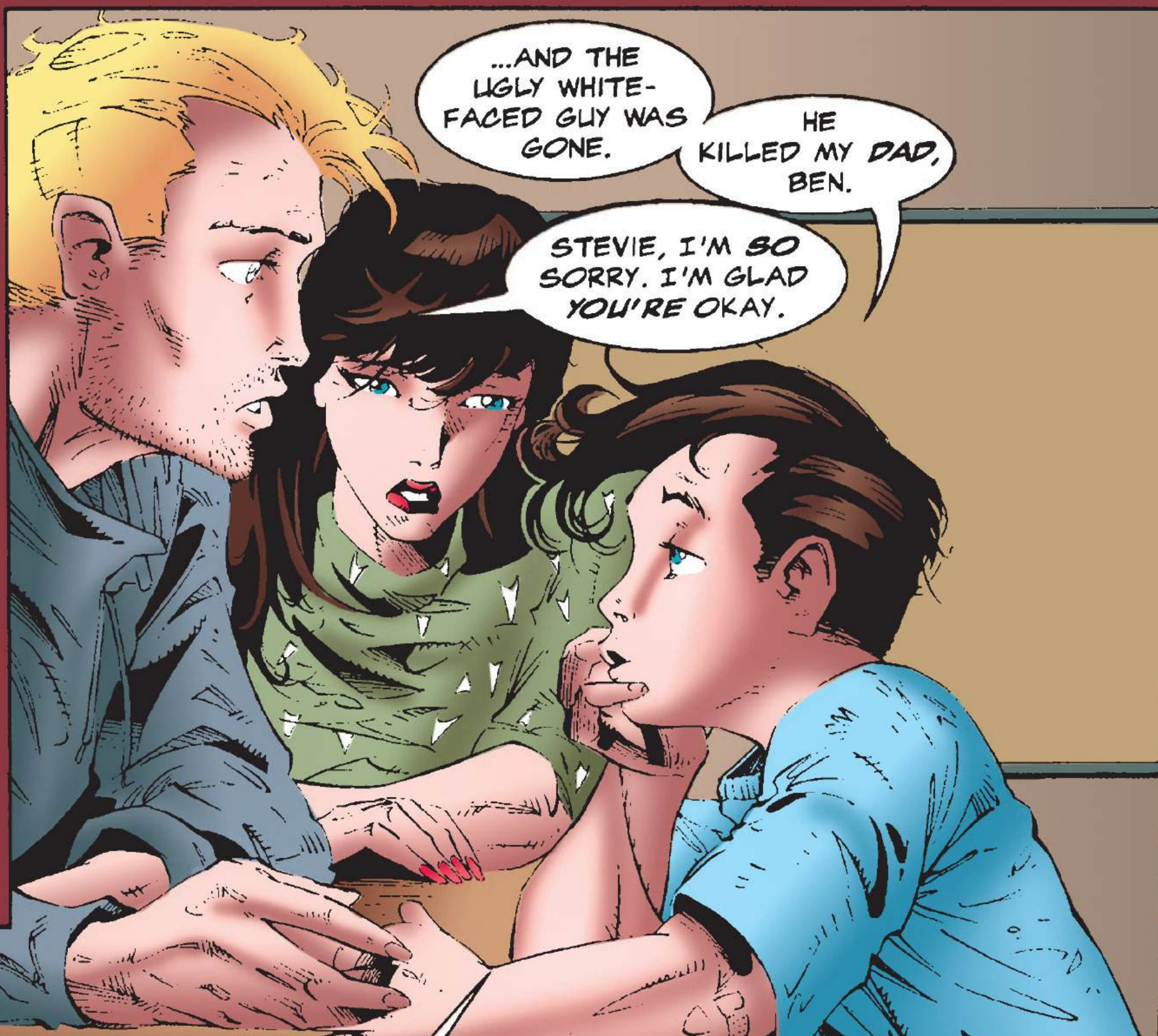
STEVIE AND KATHY NEED ME, BUT...

PUNISHER'S GONE!!

I HAVE **BETTER** THINGS TO TAKE CARE OF, ANYWAY.

SOMETIMES A HUG SAYS MORE THAN ANY WORDS EVER COULD.

THE NEXT MORNING...



...AND THE UGLY WHITE-FACED GUY WAS GONE.

HE KILLED MY DAD, BEN.

STEVIE, I'M SO SORRY. I'M GLAD YOU'RE OKAY.

YEAH. I GUESS SO. BEN--?

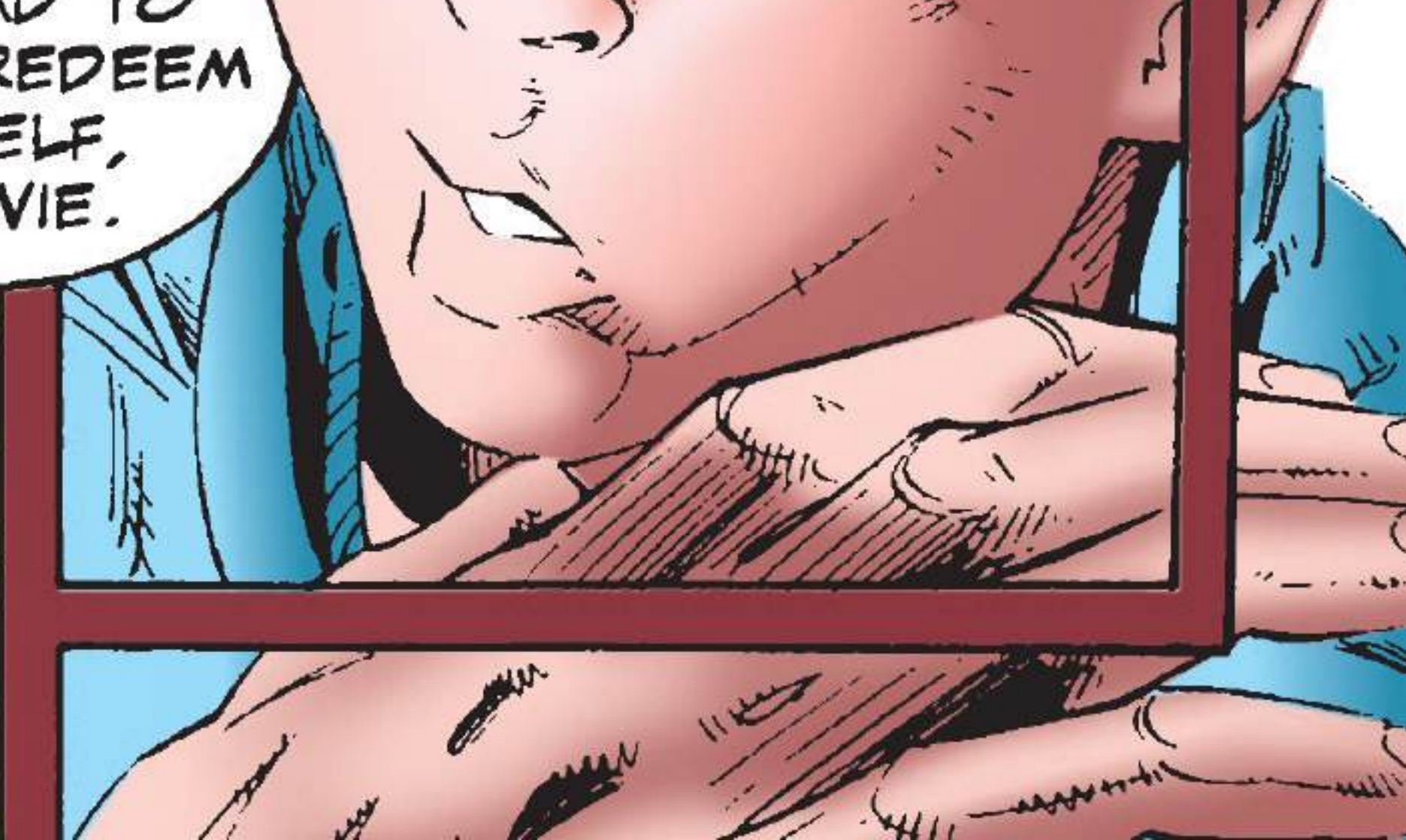
WAS MY DAD A BAD MAN?

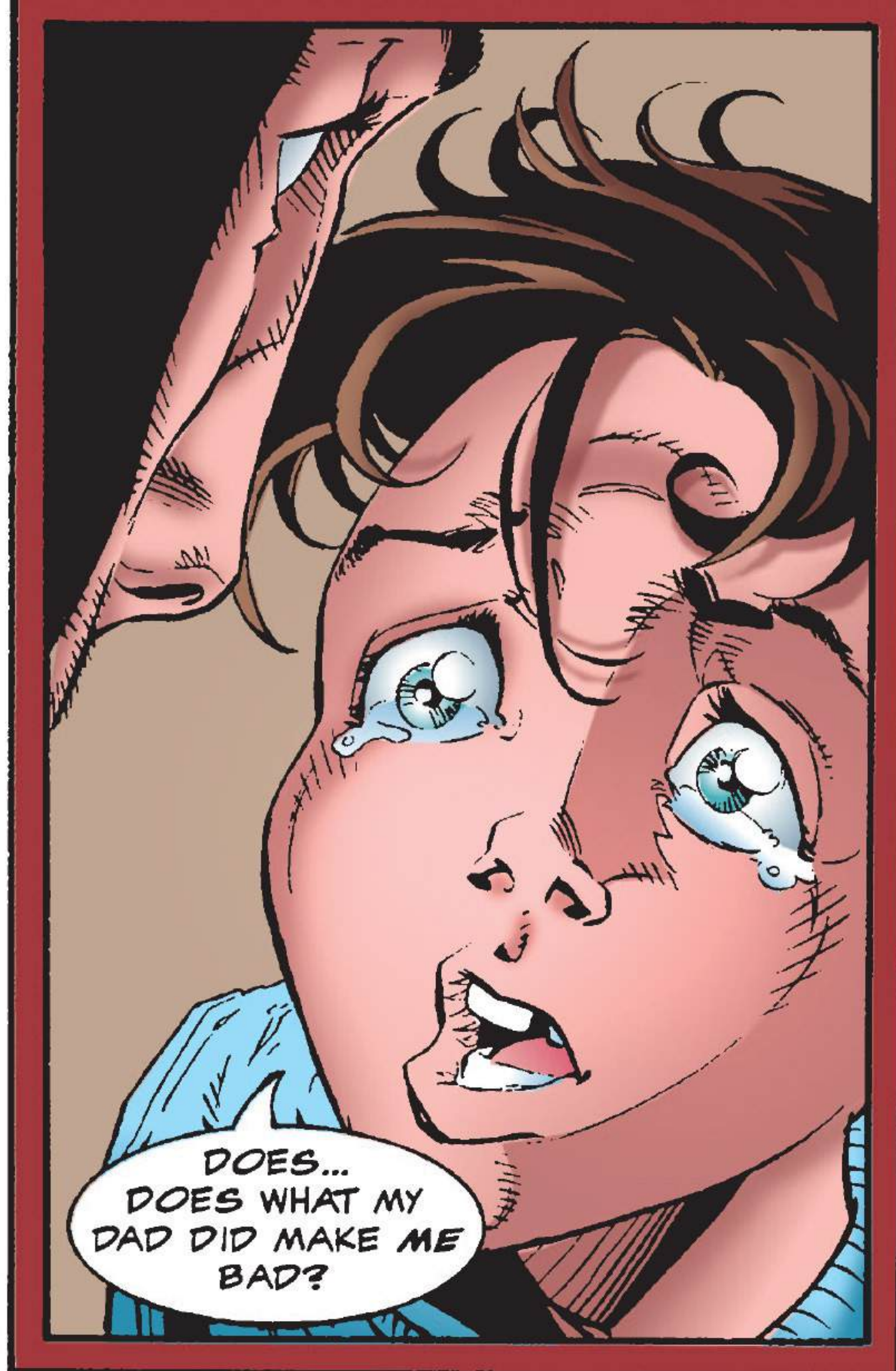
I DON'T WANT TO VARNISH OVER THE FACT THAT YOUR FATHER DID DO SOME BAD STUFF. SO, I HAVE TO SAY THAT HE WAS *TECHNICALLY* A BAD MAN, BUT...

...LIFE IS ABOUT *REDEMPTION* AND *FORGIVING*. BY SACRIFICING HIMSELF TO SAVE YOU AND YOUR MOM, I'D SAY HE REDEEMED HIMSELF.

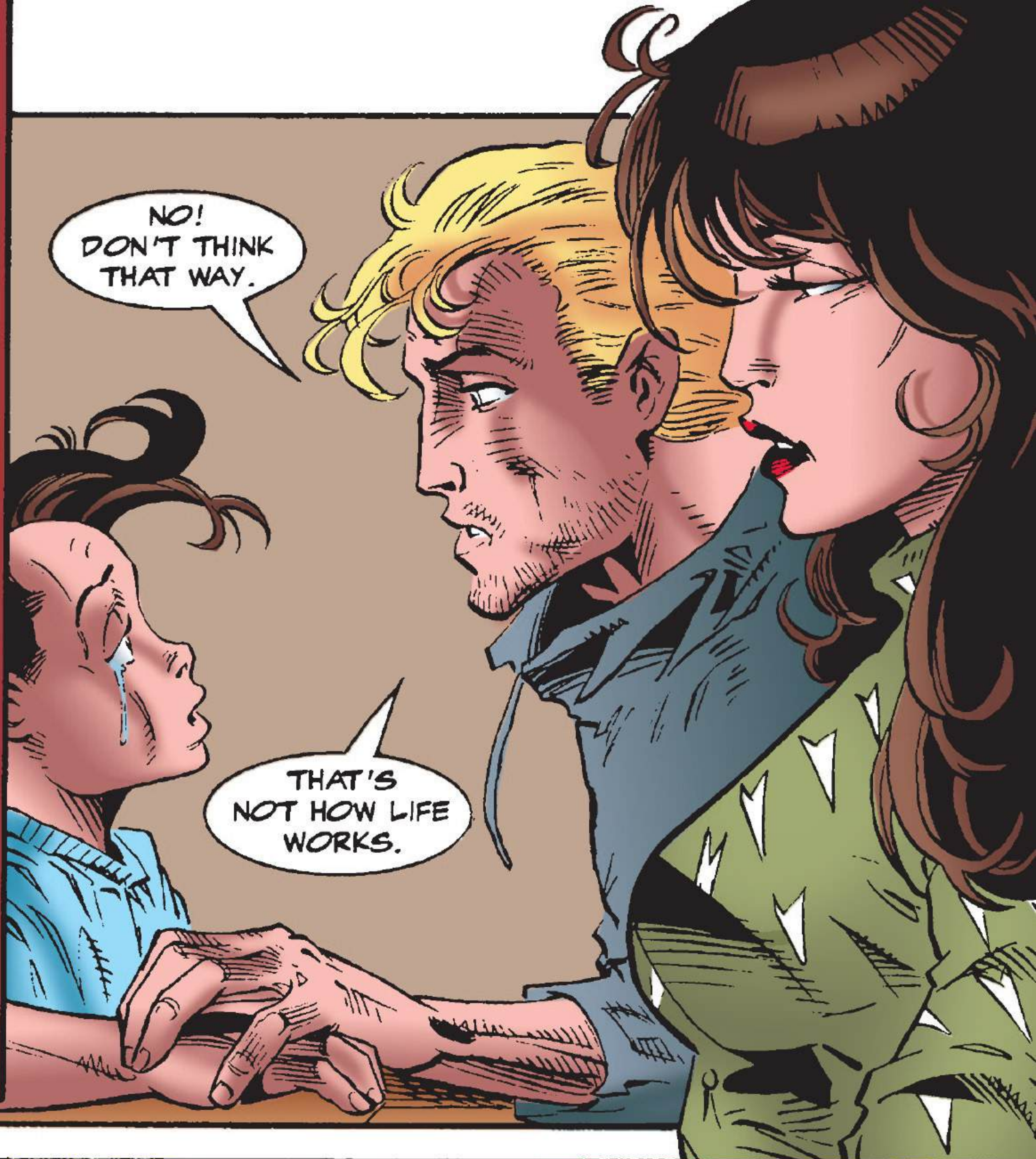
IN EFFECT, HE BECAME A *GOOD* MAN. NOW YOU JUST HAVE TO LEARN TO FORGIVE HIM FOR THE BAD THAT WAS IN HIM.

I'M SORRY YOUR DAD HAD TO DIE TO REDEEM HIMSELF, STEVIE.



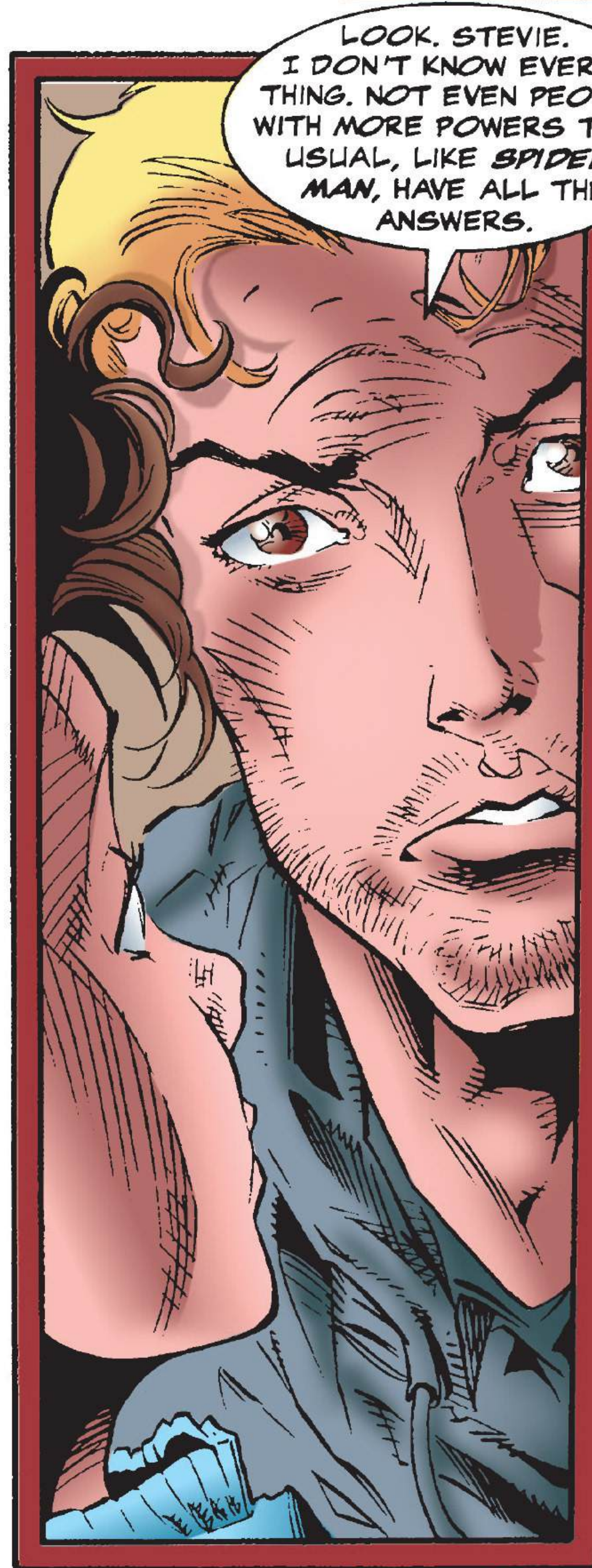


DOES... DOES WHAT MY DAD DID MAKE ME BAD?

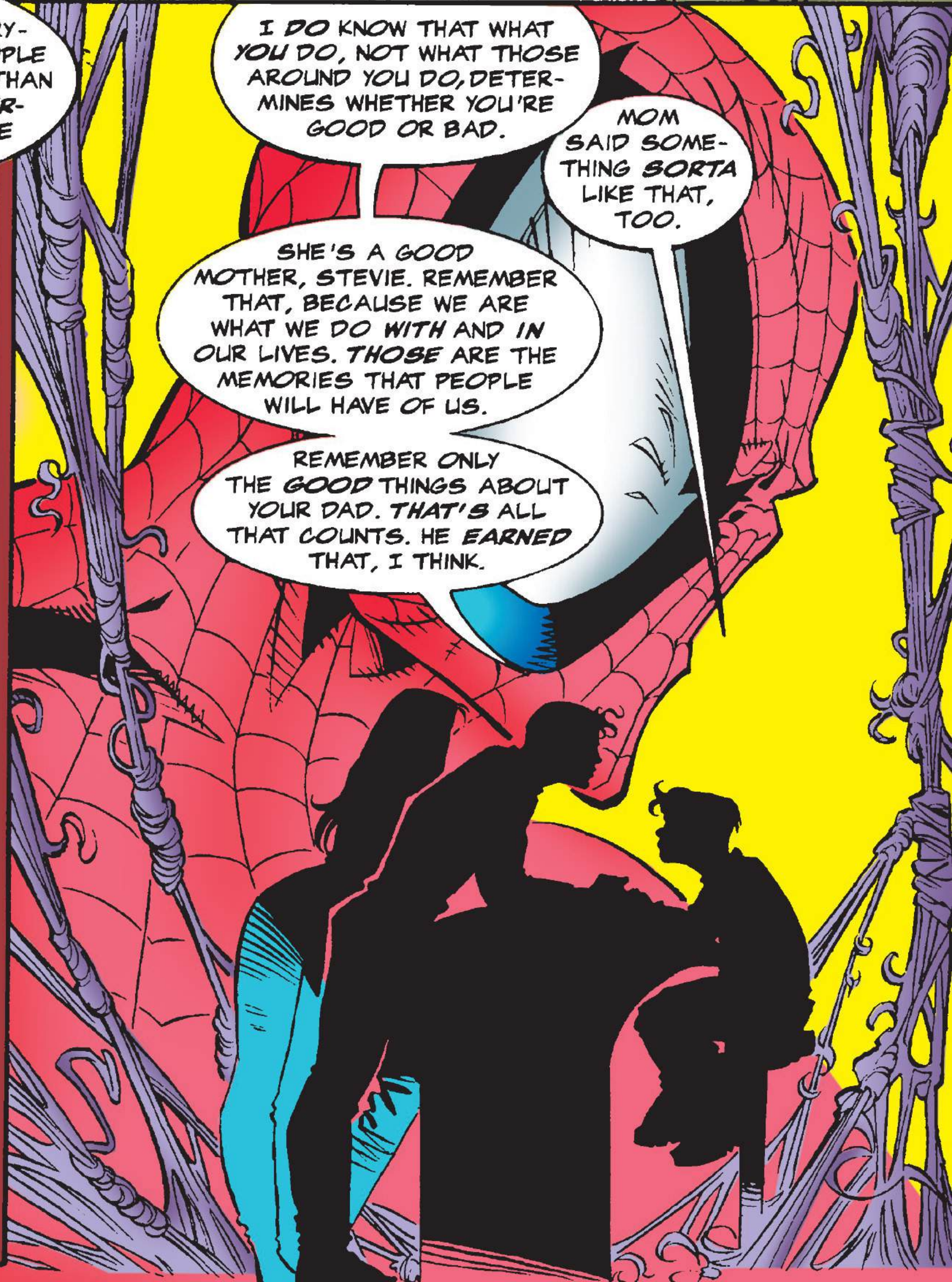


NO! DON'T THINK THAT WAY.

THAT'S NOT HOW LIFE WORKS.



LOOK, STEVIE. I DON'T KNOW EVERYTHING. NOT EVEN PEOPLE WITH MORE POWERS THAN USUAL, LIKE SPIDER-MAN, HAVE ALL THE ANSWERS.



I DO KNOW THAT WHAT YOU DO, NOT WHAT THOSE AROUND YOU DO, DETERMINES WHETHER YOU'RE GOOD OR BAD.

MOM SAID SOMETHING SORTA LIKE THAT, TOO.

SHE'S A GOOD MOTHER, STEVIE. REMEMBER THAT, BECAUSE WE ARE WHAT WE DO WITH AND IN OUR LIVES. THOSE ARE THE MEMORIES THAT PEOPLE WILL HAVE OF US.

REMEMBER ONLY THE GOOD THINGS ABOUT YOUR DAD. THAT'S ALL THAT COUNTS. HE EARNED THAT, I THINK.



I
COULD NOT KILL
SPIDER-MAN.

I TOLD YOU HE'D
LET US DOWN!

IT
SEEMS YOU
WERE RIGHT,
JOEY.

IS HE, DON
GERACI? THIS ALL STAR-
TED OVER FAMILY **HONOR**. YOU
EVEN WENT SO FAR AS TO
LECTURE **ME** ON
HONOR.

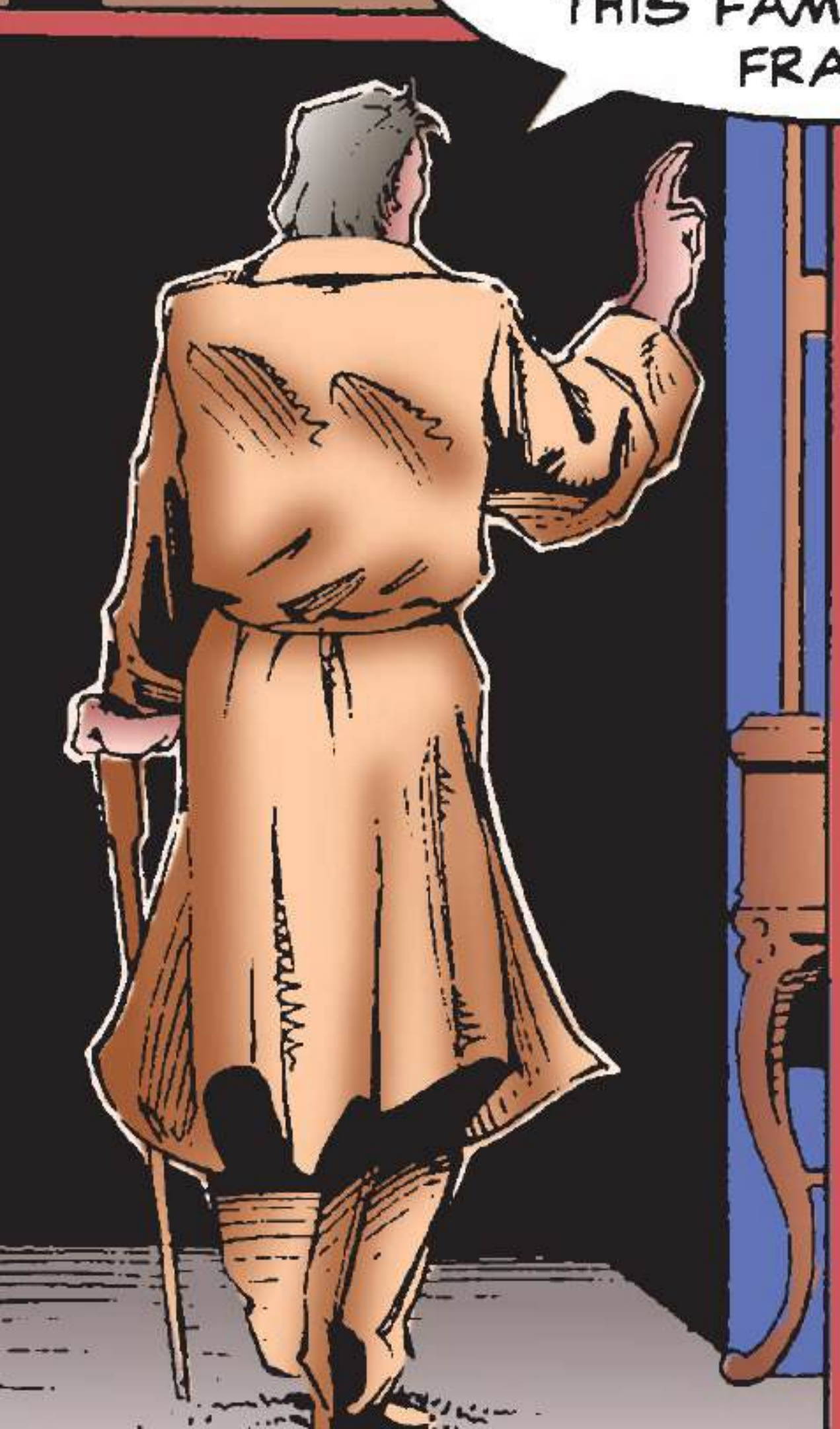
I'M A SOLDIER.
I **KNOW** HONOR. I **KNOW**
RESPECT. AND **HONOR** KEPT
ME FROM FULFILLING THE
FAMILY'S DECISION.

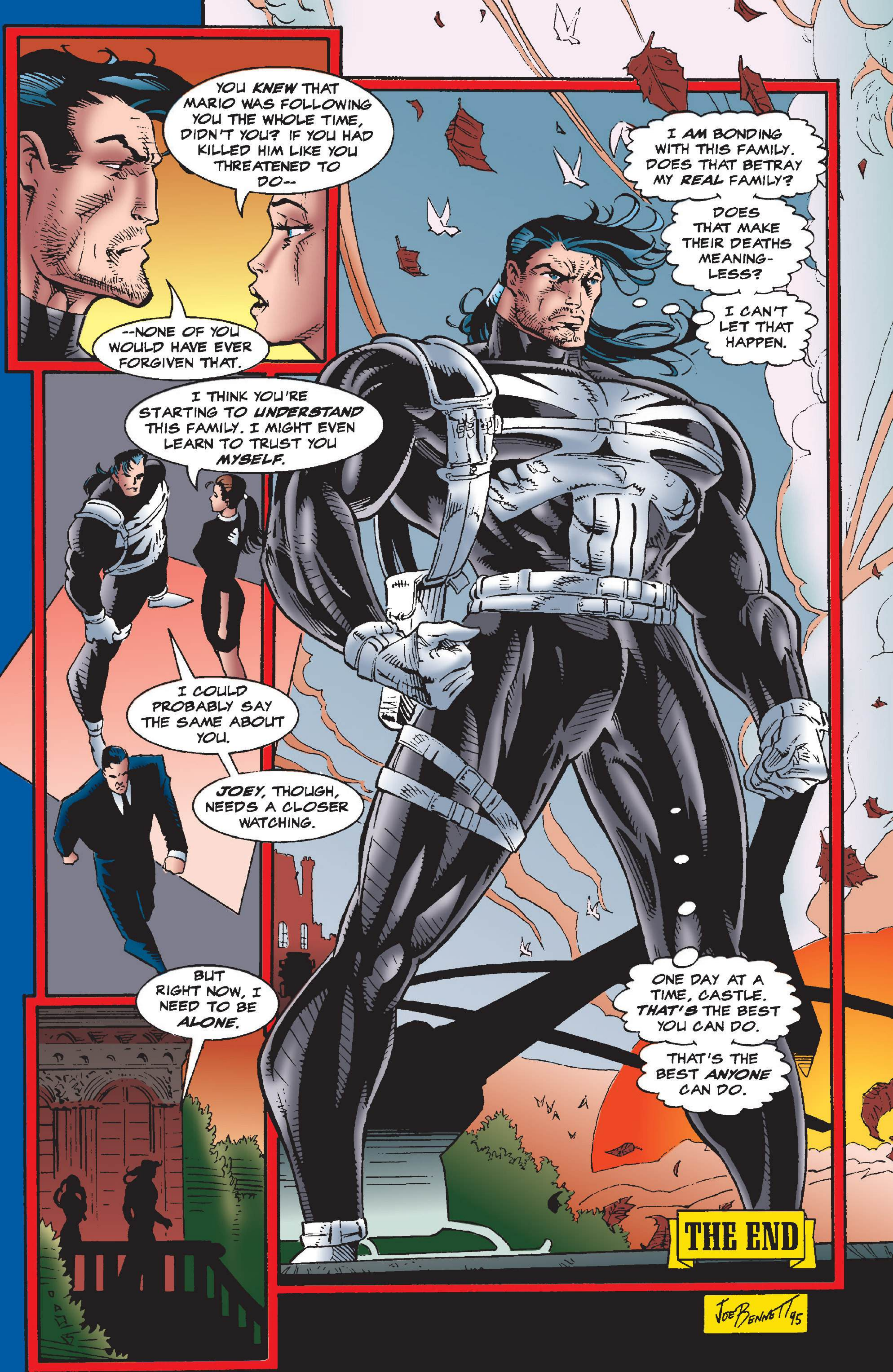
SPIDER-MAN
SAVED MY LIFE LAST
NIGHT. COULD I REPAY
THAT DEBT OF HONOR BY
KILLING HIM? I THINK
NOT.

I DID FIND
THE PARTIES RESPONSIBLE
FOR THE ATTEMPT ON DON
GERACI'S LIFE. THEY HAVE
BEEN DEALT WITH...
PERMANENTLY.

I'VE HEARD
TOMBSTONE'S BODY
WAS NEVER FOUND.

THAT MUCH IS
TRUE. BUT I THINK IT'S
SAFE TO SAY THAT EVEN IF
TOMBSTONE'S ALIVE, IT'LL
BE A **LONG TIME** BEFORE
HE CHALLENGES
US AGAIN.





YOU KNEW THAT MARIO WAS FOLLOWING YOU THE WHOLE TIME, DIDN'T YOU? IF YOU HAD KILLED HIM LIKE YOU THREATENED TO DO--

--NONE OF YOU WOULD HAVE EVER FORGIVEN THAT.

I THINK YOU'RE STARTING TO UNDERSTAND THIS FAMILY. I MIGHT EVEN LEARN TO TRUST YOU MYSELF.

I COULD PROBABLY SAY THE SAME ABOUT YOU.

JOEY, THOUGH, NEEDS A CLOSER WATCHING.

BUT RIGHT NOW, I NEED TO BE ALONE.

I AM BONDING WITH THIS FAMILY. DOES THAT BETRAY MY REAL FAMILY?

DOES THAT MAKE THEIR DEATHS MEANINGLESS?

I CAN'T LET THAT HAPPEN.

ONE DAY AT A TIME, CASTLE. THAT'S THE BEST YOU CAN DO.

THAT'S THE BEST ANYONE CAN DO.

THE END

#1

The NEW SPIDER-MAN[®] vs.

VENOM[®]

JAN
\$2.95 US
\$4.15 CAN
MARVEL[®]
SPIDER-MAN
GROUP

APPROVED
BY THE
COMICS
CODE
AUTHORITY



ALONG CAME A SPIDER...

DEEP UNDER THE STREETS
OF NEW YORK CITY...

HA! WE'VE BEEN DOWN
IN THE *REALLY* DEEP REACHES
OF THE EARTH FOR SO LONG,
THESE *SEWER TUNNELS*
SEEM ABSOLUTELY
VERTIGINOUS!

BUT IT WAS NECESSARY
TO KEEP A LOW PROFILE AFTER
COMING BACK FROM THE
SYMBIOTE PLANET!



WE CAN
SAVE THE WORLD
ALL RIGHT...

...SO HOW
COME OUR *PERSONAL*
LIFE IS SUCH A
MESS?

AH,
HOME--

--AS IT
WERE!

GOOD
LORD! WE
FORGOT ALL
ABOUT ANN!*

WE'VE GOT TO
FIND OUT IF SHE IS
ALL RIGHT AFTER ALL
THOSE RAMPAGING
SYMBIOTES TRASHED
HALF THE CITY!xx

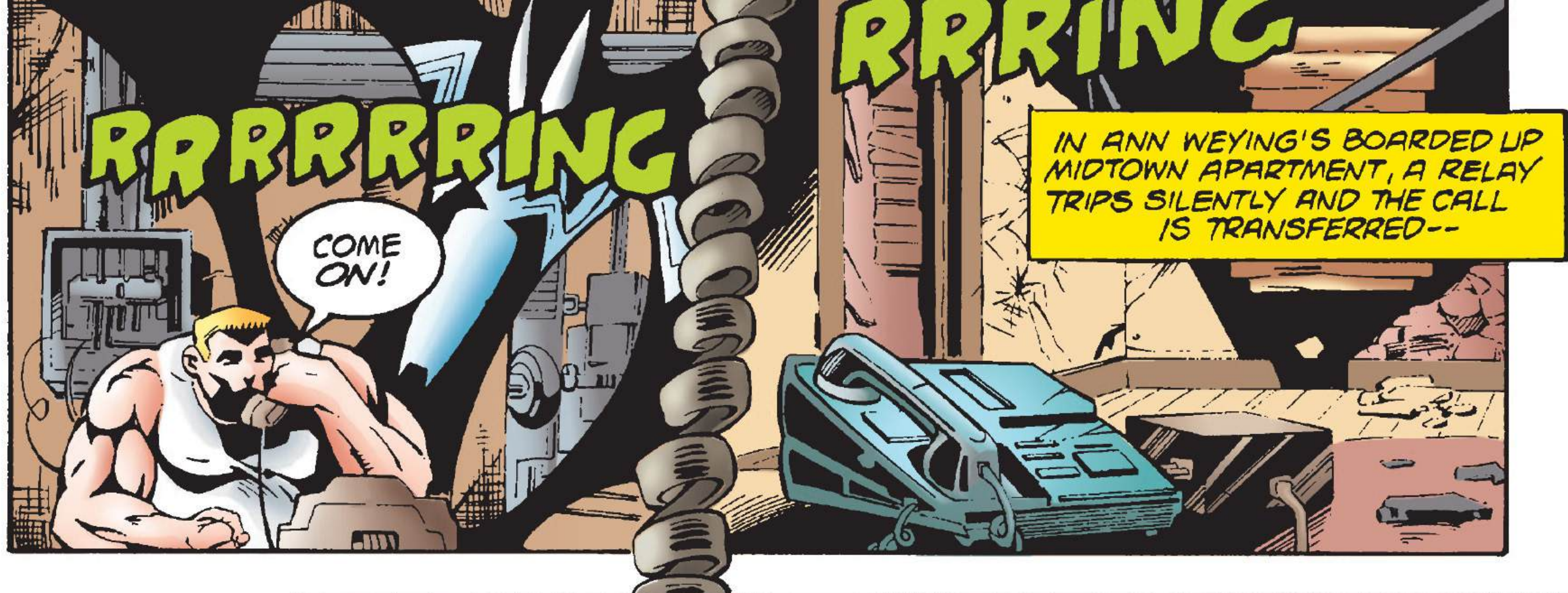
*ANN WEYING IS
EDDIE BROCK'S
EX-WIFE! --TOM

xxSEE "PLANET OF THE SYMBIOTES"
IN THE 1995 SPIDER-MAN SUPER
SPECIALS. --TOM

GOOD THING
WE TAPPED INTO
THIS SUBWAY
PHONE LINE--

BEEP BOOP BEEP BIP BEEP
BOOP

COME
ON, ANN--
ANSWER!



RRRRRRING

RRRING

IN ANN WEYING'S BOARDED UP MIDTOWN APARTMENT, A RELAY TRIPS SILENTLY AND THE CALL IS TRANSFERRED--

COME ON!

--TO POLICE HEADQUARTERS.

...WE HAVE A PHONE TECH STANDING BY TO RUN A TRACE. THIS IS OUR BEST BET TO TRACK DOWN YOUR EX, **AKA VENOM**, AND BRING HIM IN!

I'M SUPPOSED TO BE IN PROTECTIVE CUSTODY!

I'M NOT OBLIGATED TO HELP YOU CAPTURE EDDIE!

HE MAY BE A BIT **CONFUSED** BUT HE **MEANS** WELL!

PICK IT UP, ANN...

YOU TALK TO HER, CLARK!

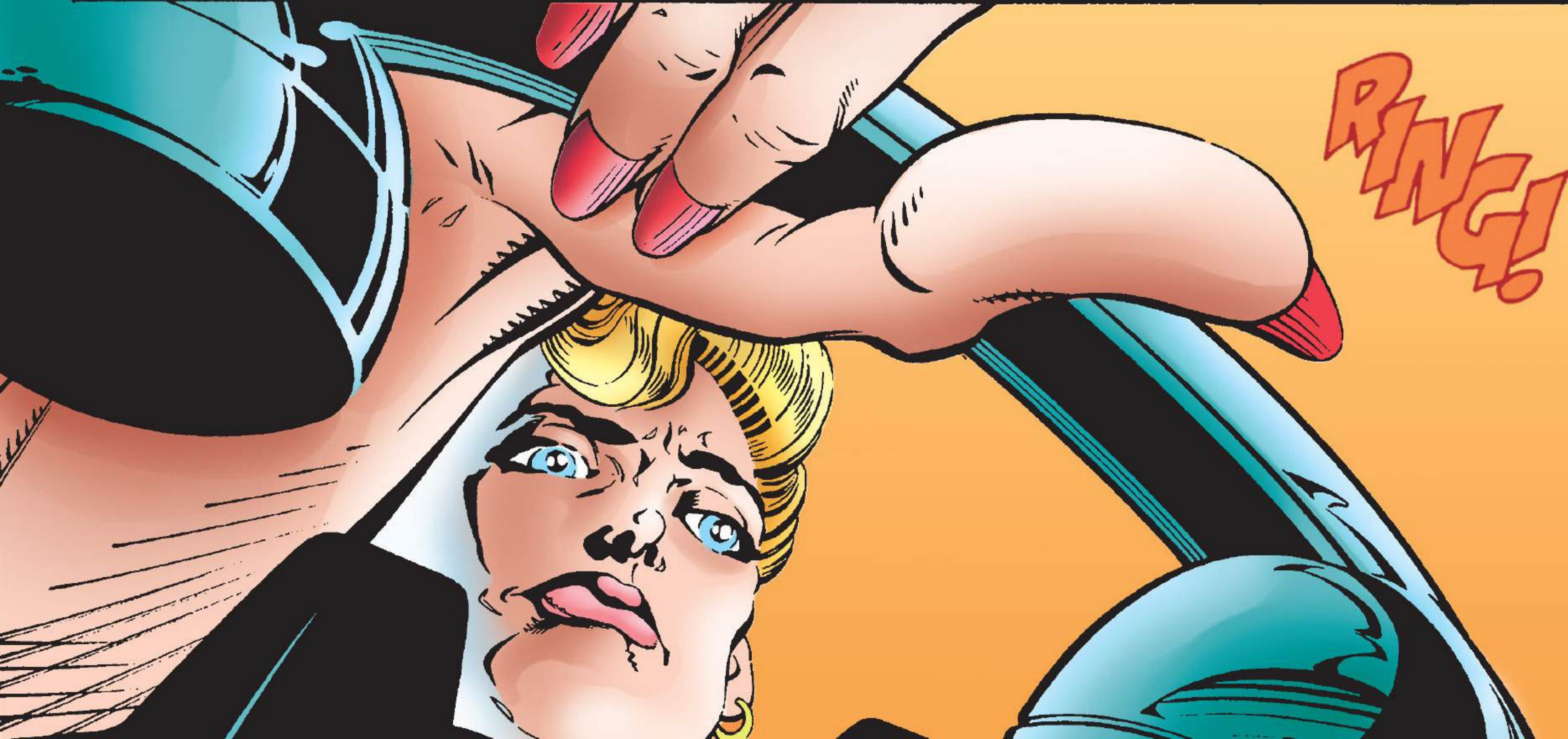
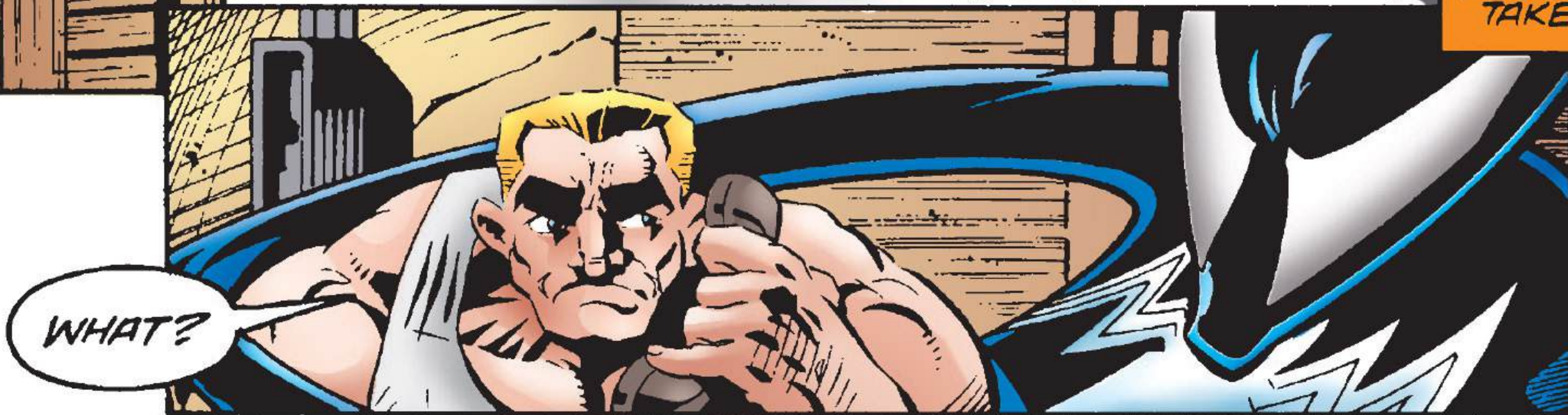
CAN DO, STEEN.

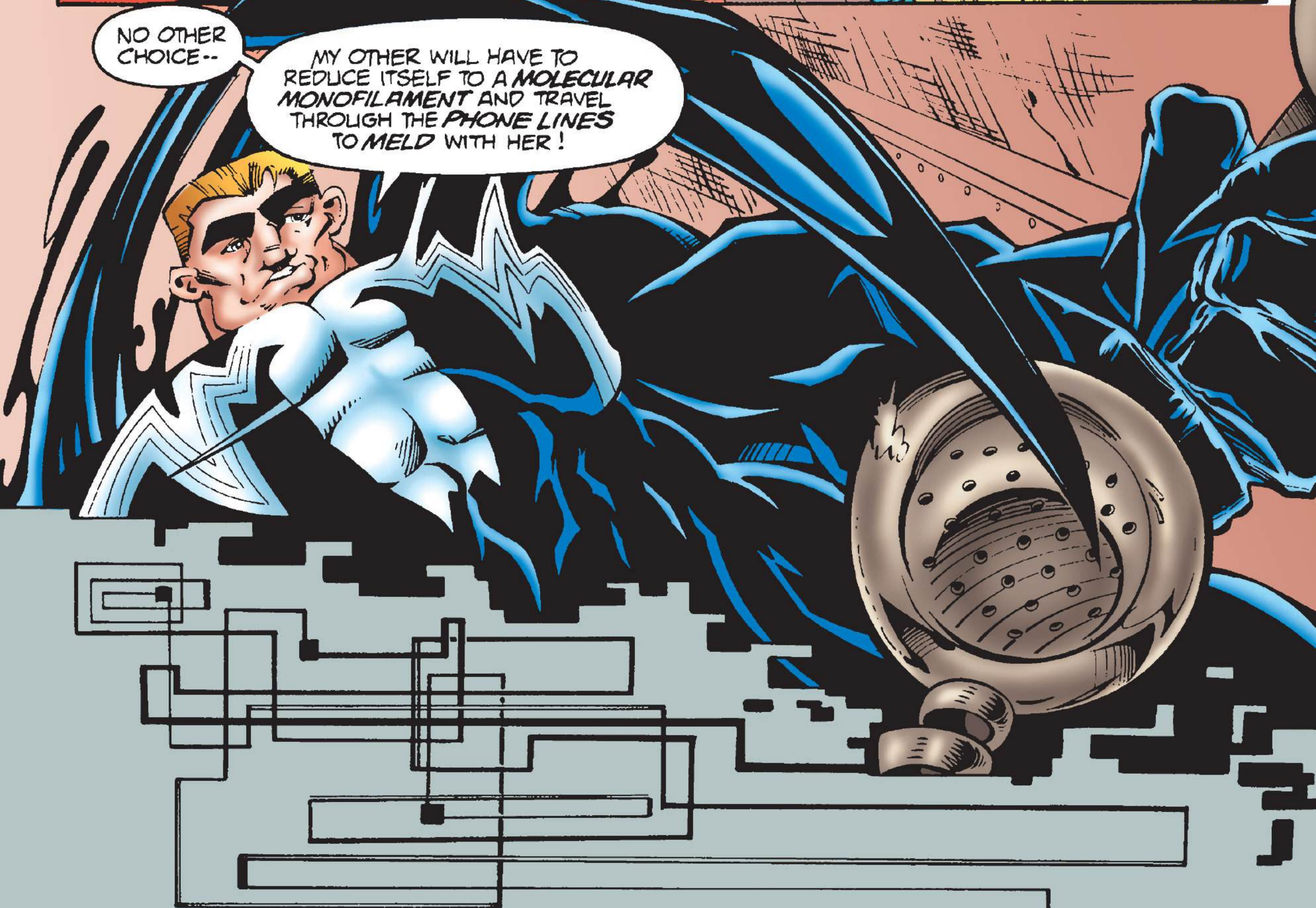
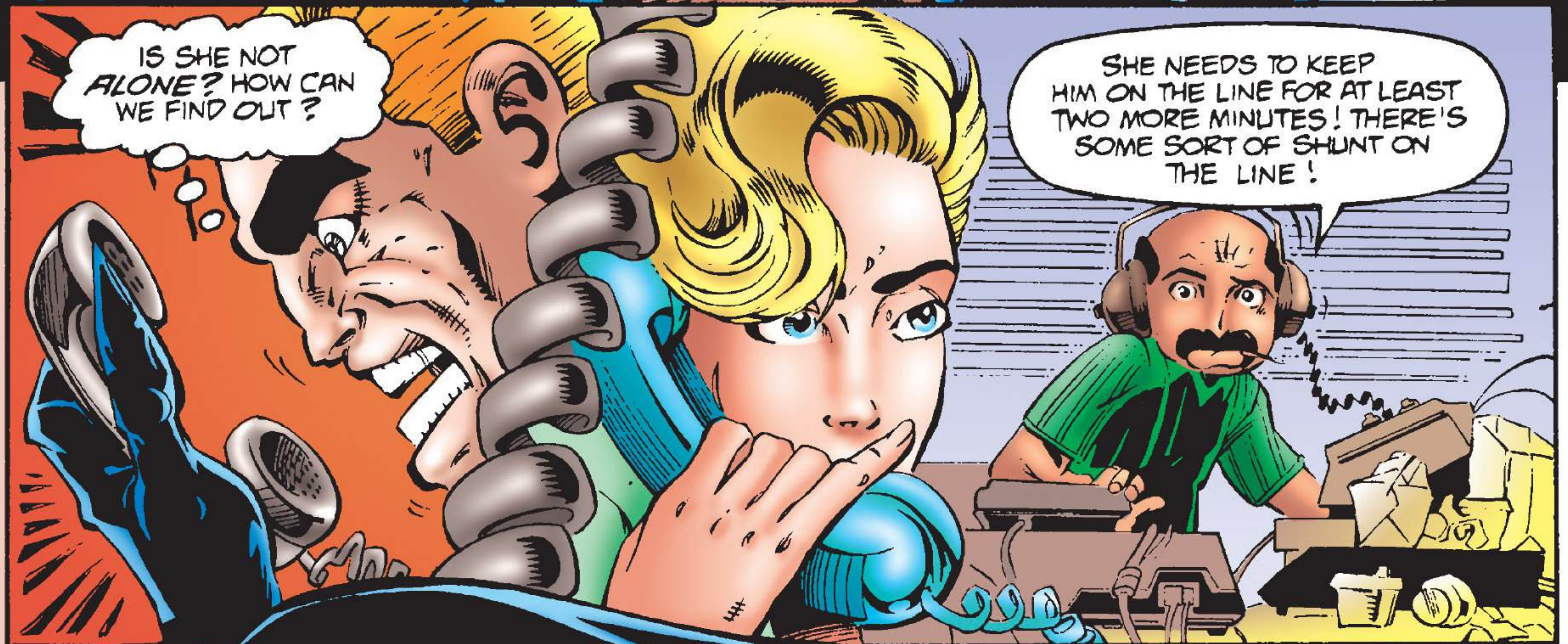
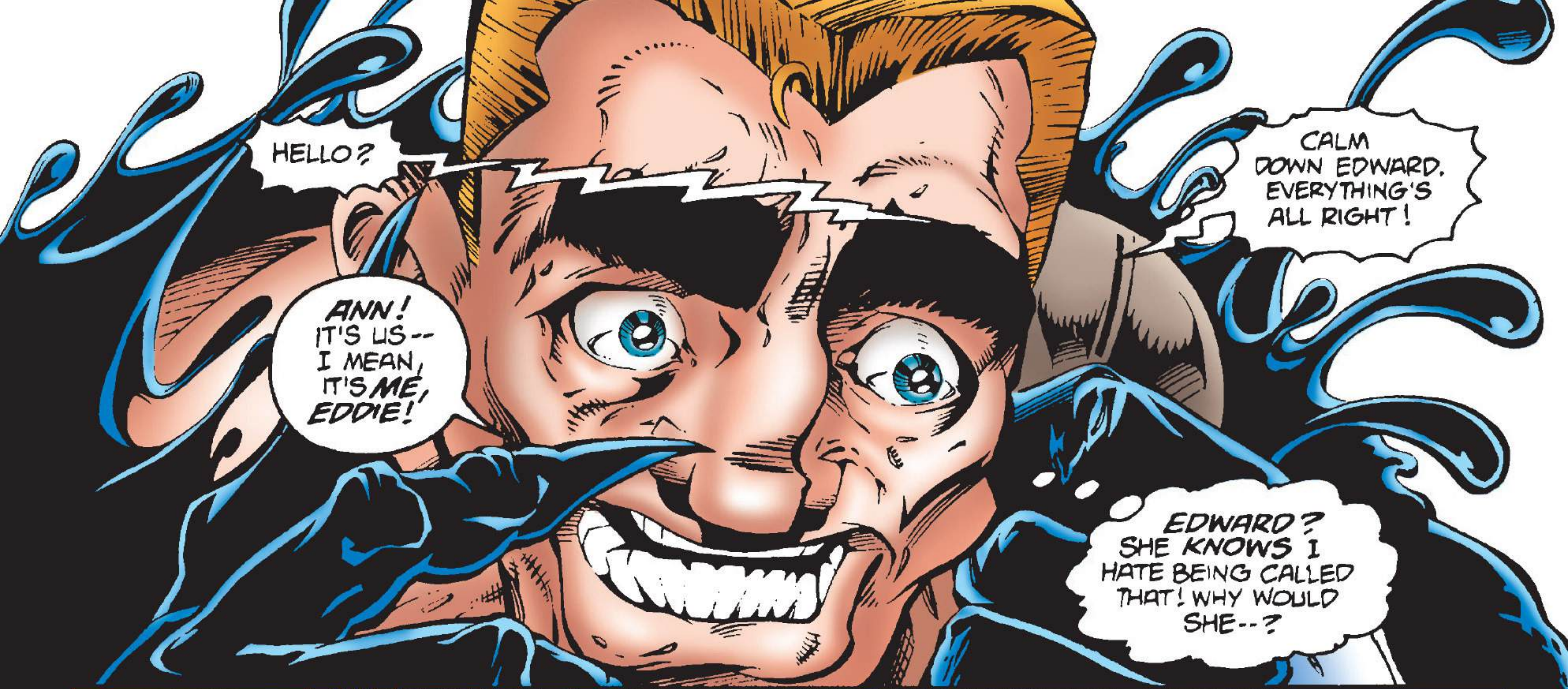
VENOM IS A DANGEROUS VIGILANTE!

THERE ARE A **STACK** OF WARRANTS OUT ON HIM HERE AND IN **SAN FRANCISCO** AND **CHICAGO**!

LADY, YOU ARE AIDING AND ABETTING AND THAT IS A CLASS A FELONY--

--ARE YOU GOING TO THROW AWAY YOUR WHOLE FUTURE AS A **LAWYER**?

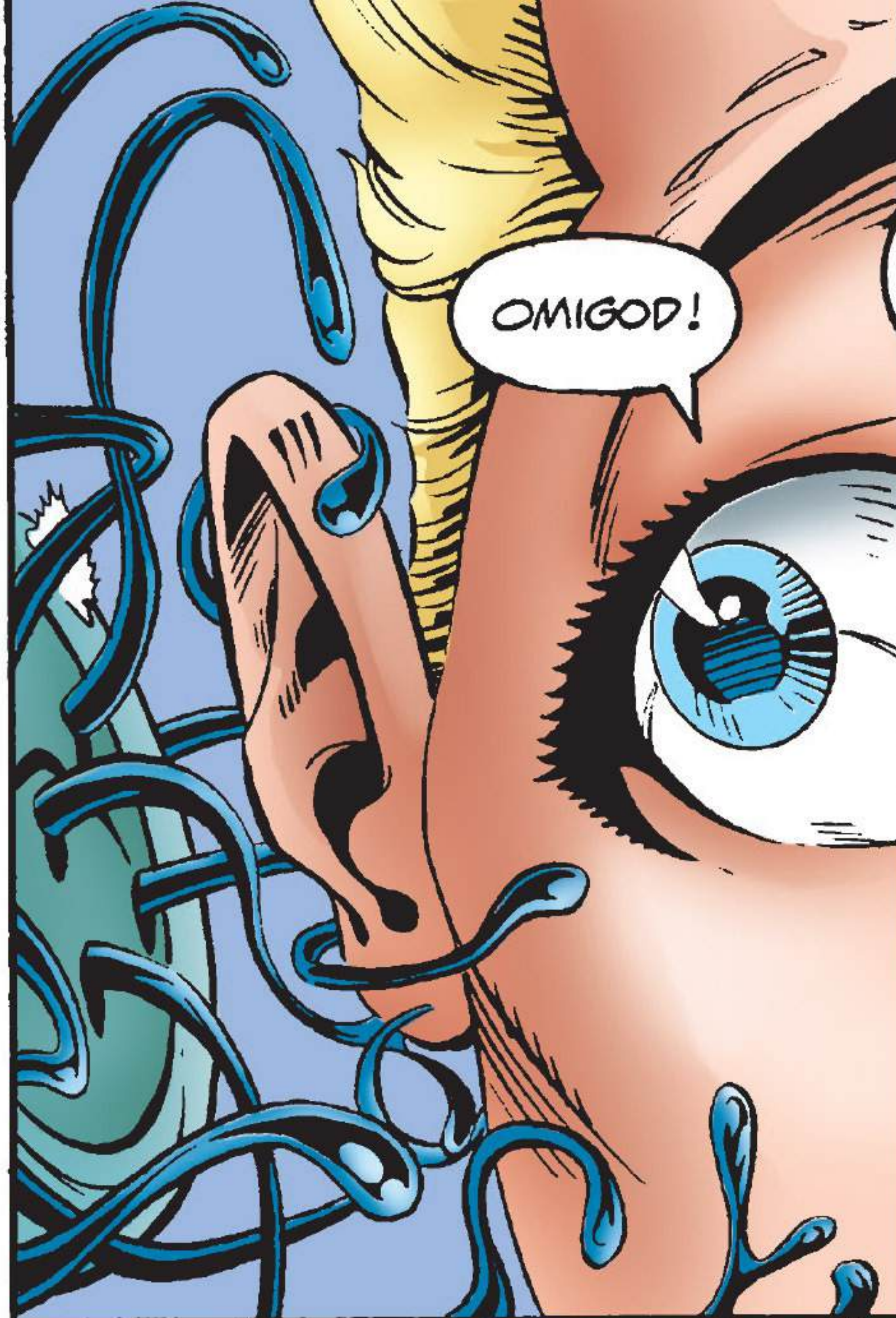






A LOT OF
STATIC
ON THE LINE--!

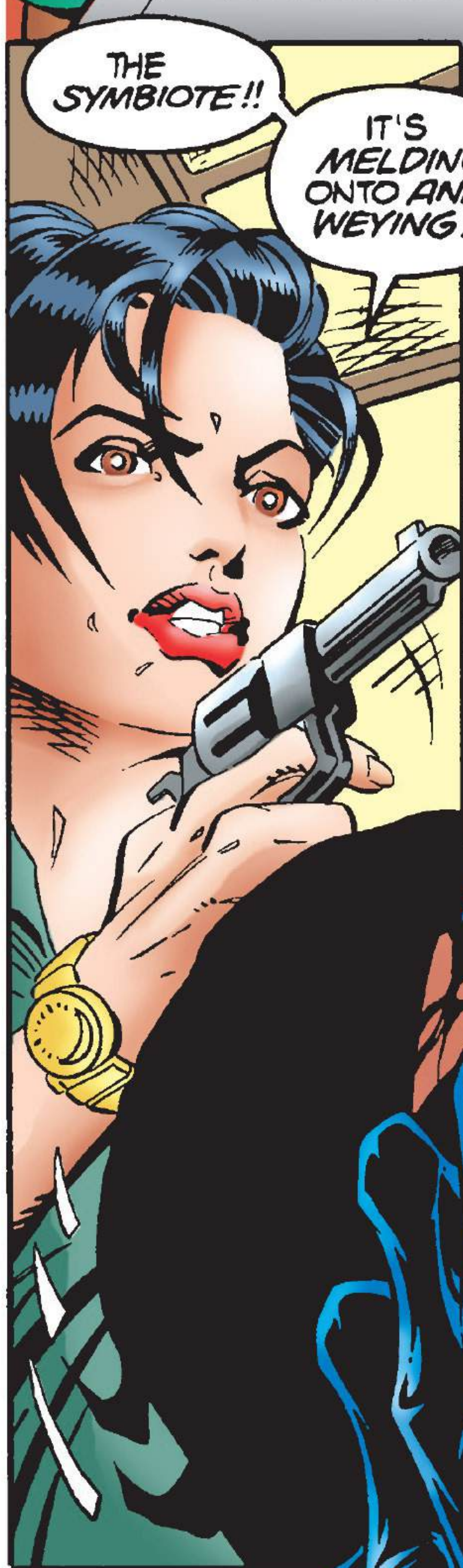
--LIKE THE
IMPEDENCE
ON THE LINE JUST
JUMPED!



OMIGOD!



I GOT THE
TRACE, BUT IT'S
READING OUT AS THE
SWITCHING TERMINAL
FOR THE SUBWAY
SYSTEM!!



THE
SYMBIOTE!!

IT'S
MELDING
ONTO ANN
WEYING!!



CLARK! GET ON
THE INTERCOM TO THE
FRONT DESK! SEAL AND
CORDON OFF THE WHOLE
HQ BUILDING! TELL THEM
WE HAVE A *SITUATION*
IN THE INTERROGATION
ROOM!



THE MELDING IS MORE THAN
EDDIE BROCK EXPECTED.

THIS IS MORE THAN THE
MERE SYMBIOSIS OF TWO
DISPARATE LIFE FORMS...

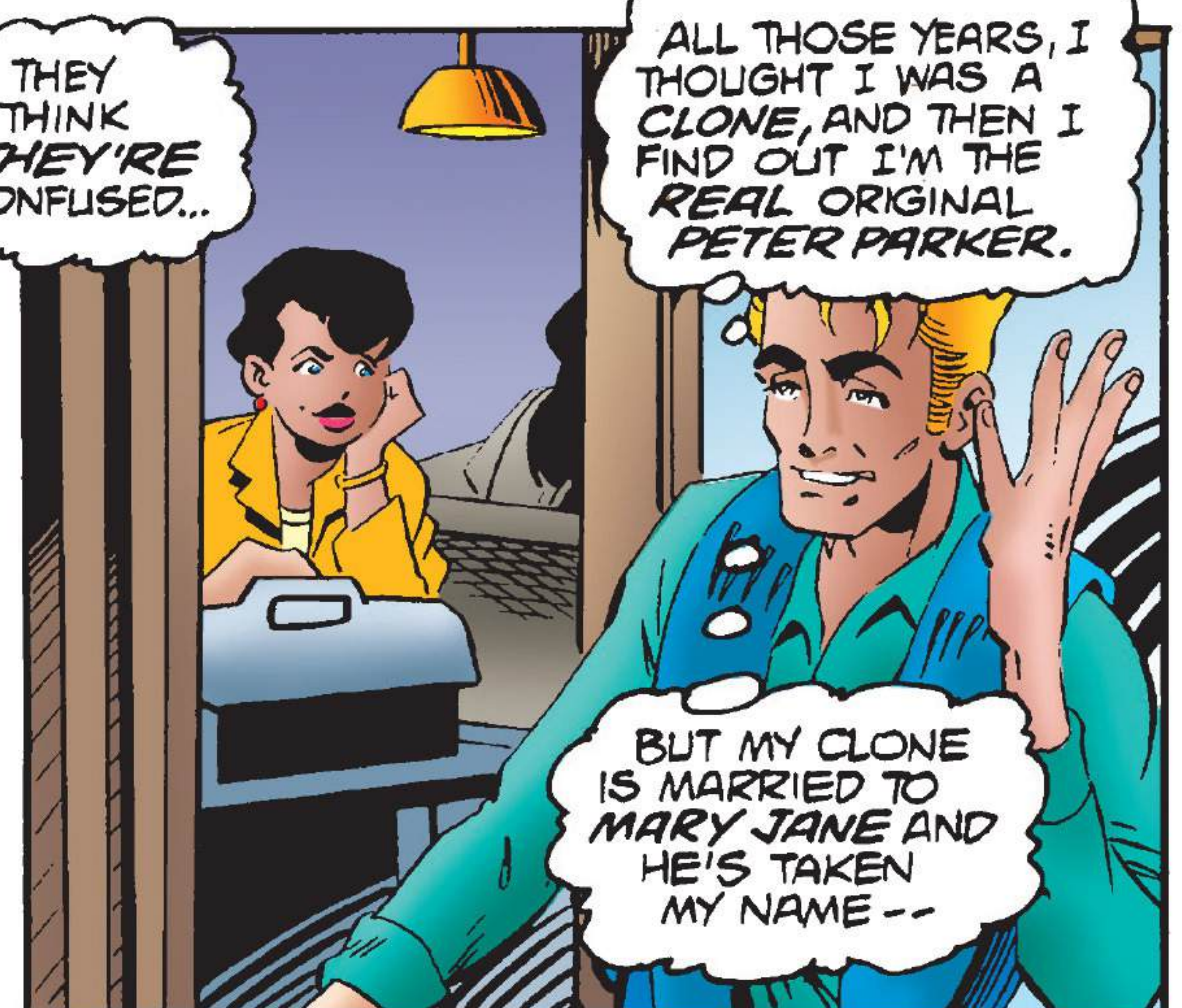
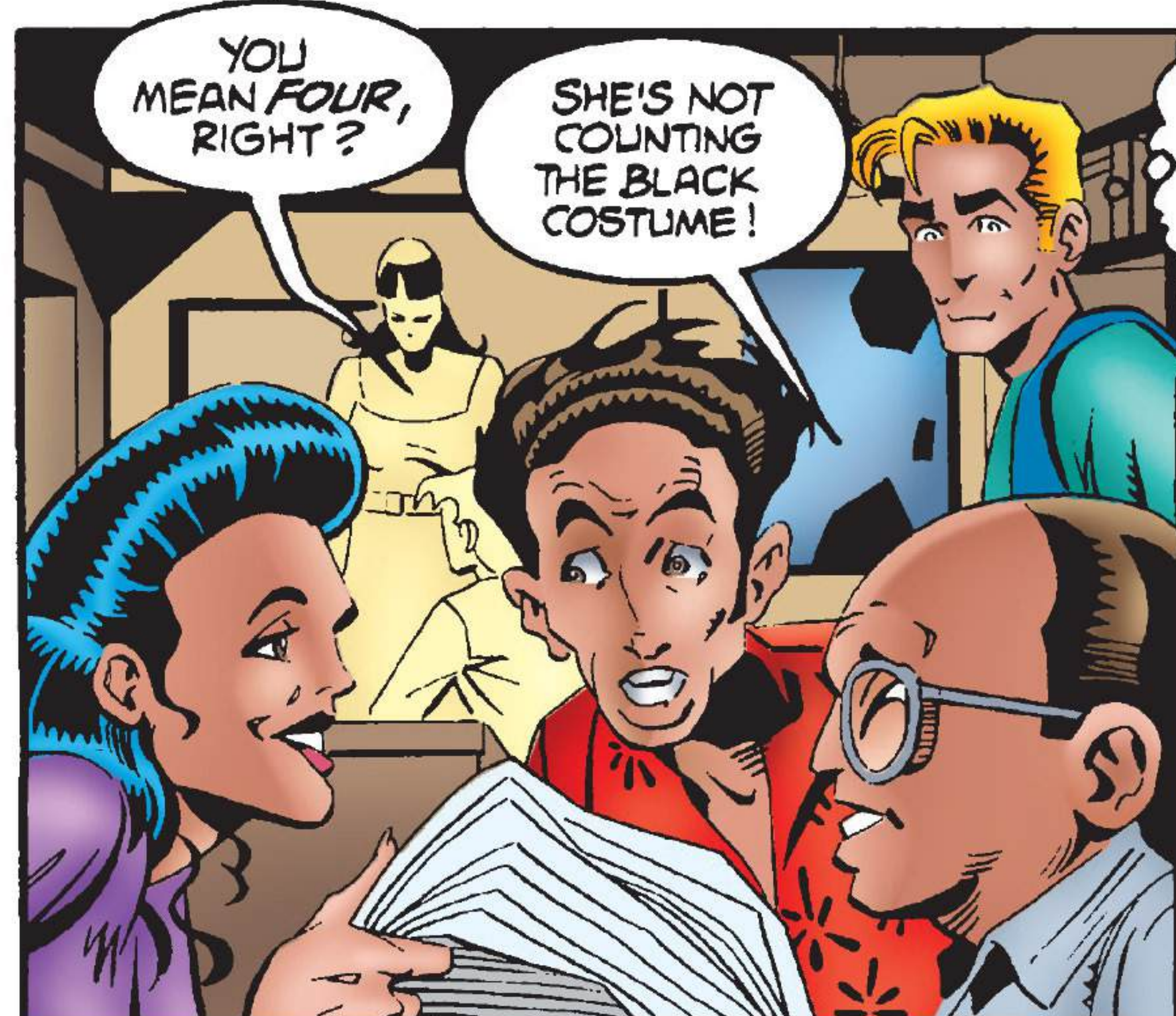
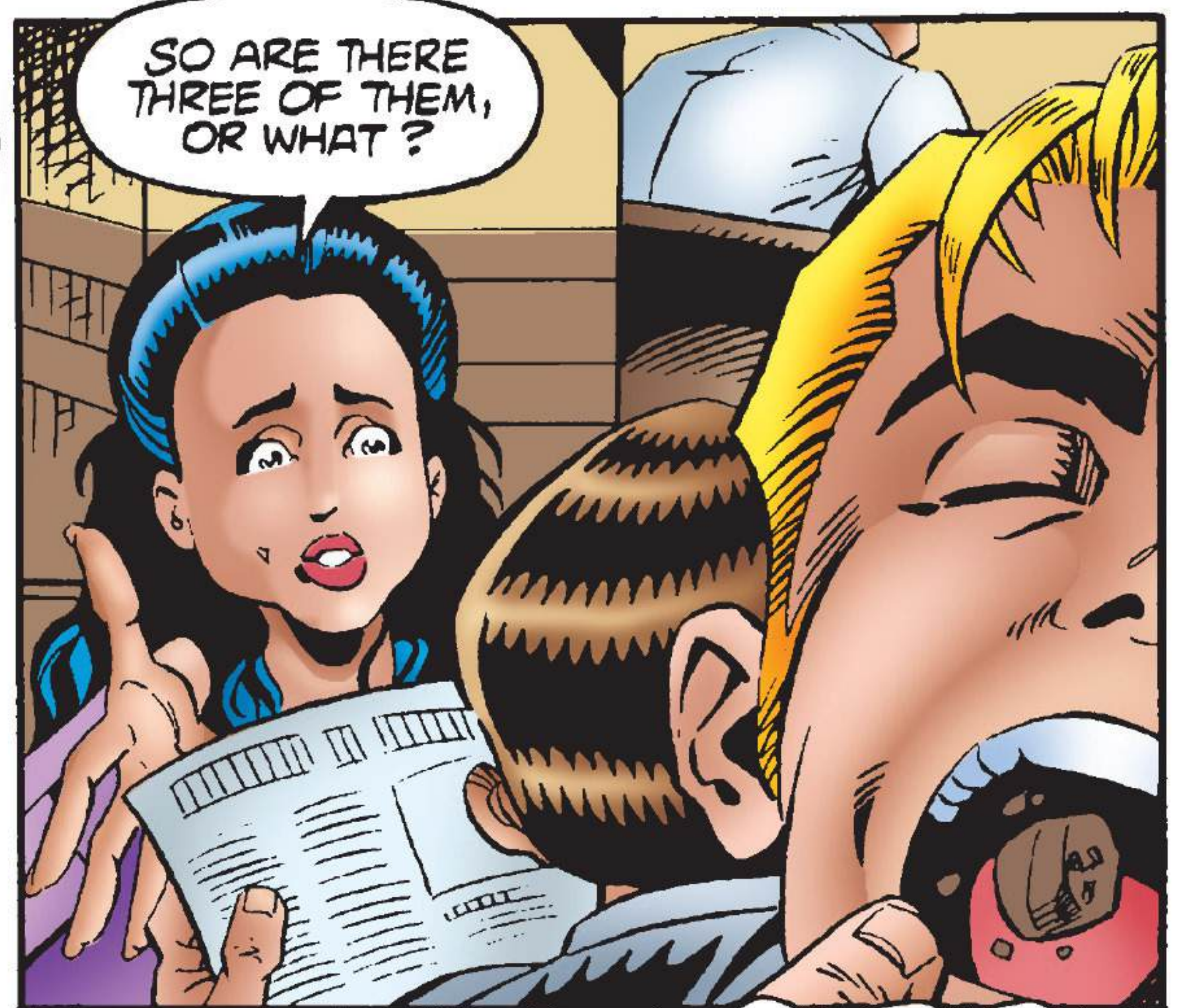
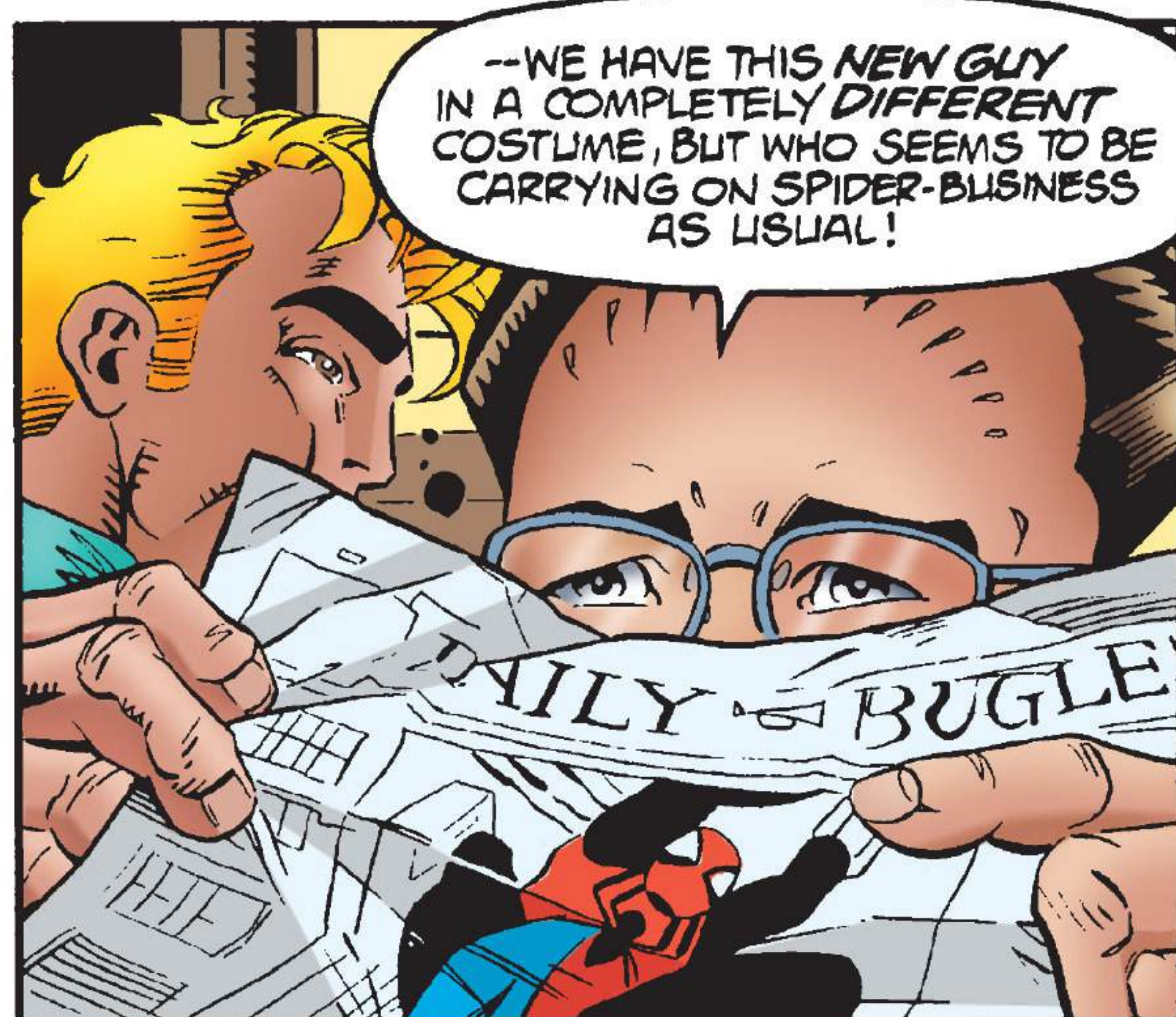
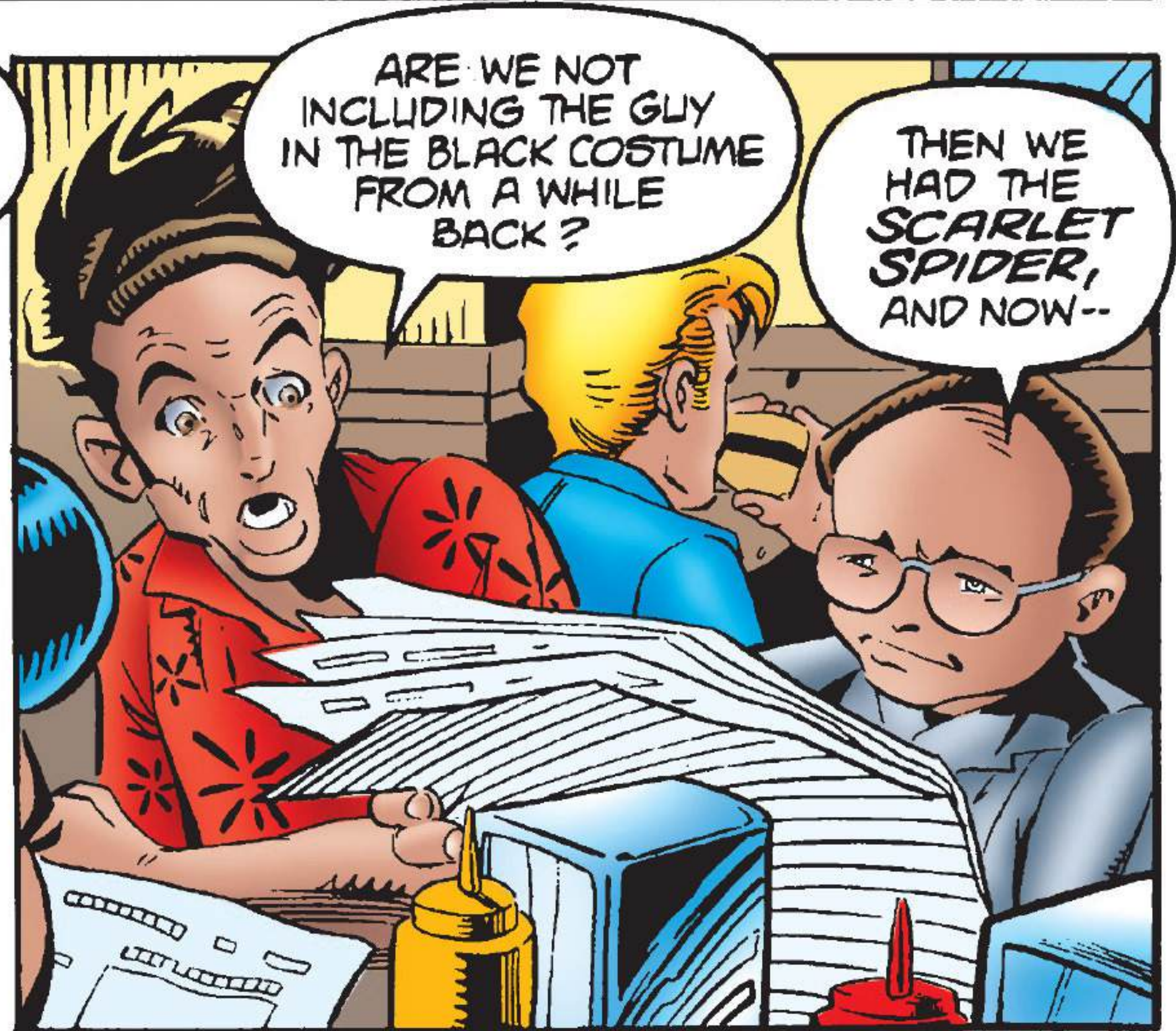
WHAT'S
GOING
DOWN
HERE ??

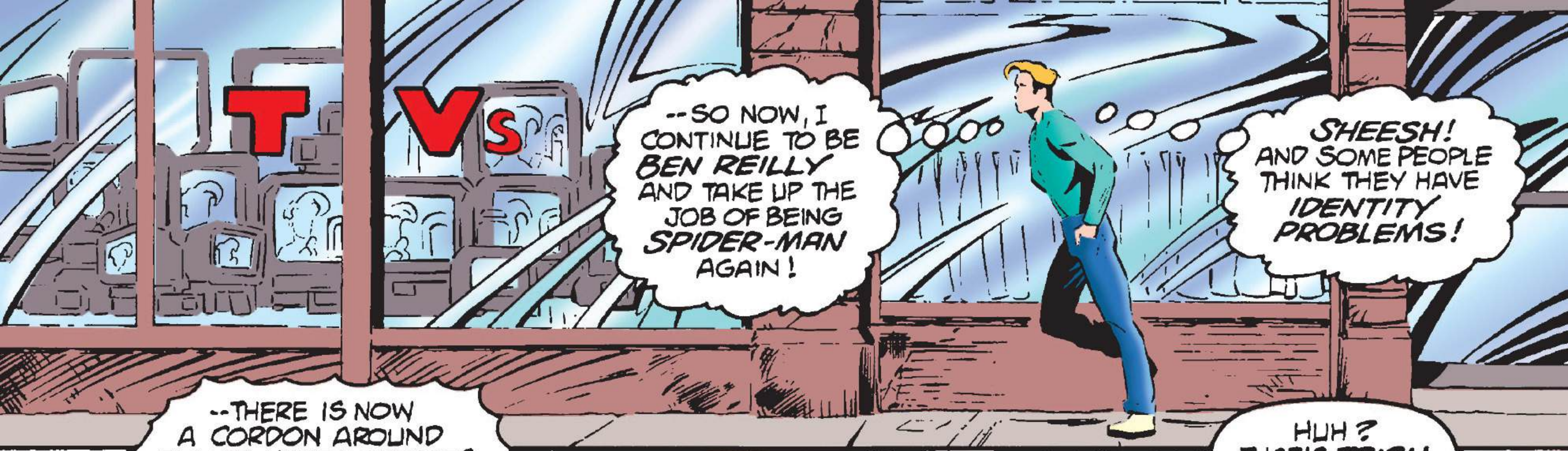
SHE
LOOKS
LIKE
SHE'S IN--
ECSTASY!

...THIS IS THE MIND-MELDING
OF TWO HUMAN BEINGS
THROUGH THE CHANNELING
MEDIUM OF AN ALIEN
SYMBIOTE!

ALL THE DEEPEST THOUGHTS
AND FEELINGS OF TWO
SEPARATE BEINGS FLOW
TOGETHER...

...AND THEY EXPERIENCE
A COMMUNION FAR
BEYOND THE TAWDRY
PHYSICAL!





--SO NOW, I
CONTINUE TO BE
BEN REILLY
AND TAKE UP THE
JOB OF BEING
SPIDER-MAN
AGAIN!

SHEESH!
AND SOME PEOPLE
THINK THEY HAVE
IDENTITY
PROBLEMS!

HUH?
THAT'S **TRISH**
TILBY--



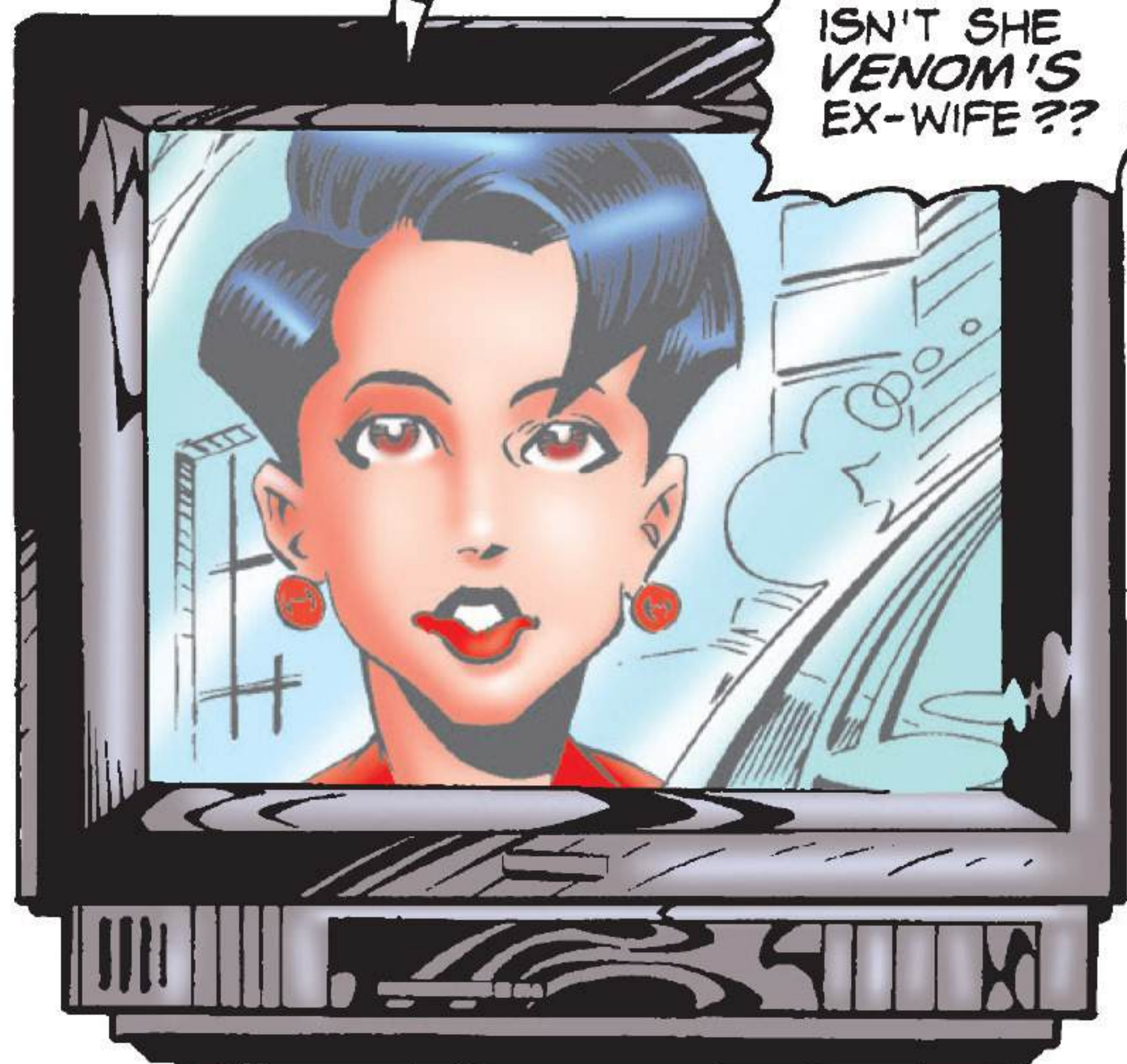
--THERE IS NOW
A CORDON AROUND
POLICE HEADQUARTERS
AND **SWAT SNIPERS**
HAVE BEEN SPOTTED
ON THE ROOF!

WHAT IS GOING
ON INSIDE TO
WARRANT ALL THIS?
POLICE SPOKESPERSONS
AREN'T SAYING!



BUT ISN'T THIS
WHERE THEY HAVE
TAKEN **ANN WEYING**
INTO PROTECTIVE
CUSTODY?

ISN'T SHE
VENOM'S
EX-WIFE??

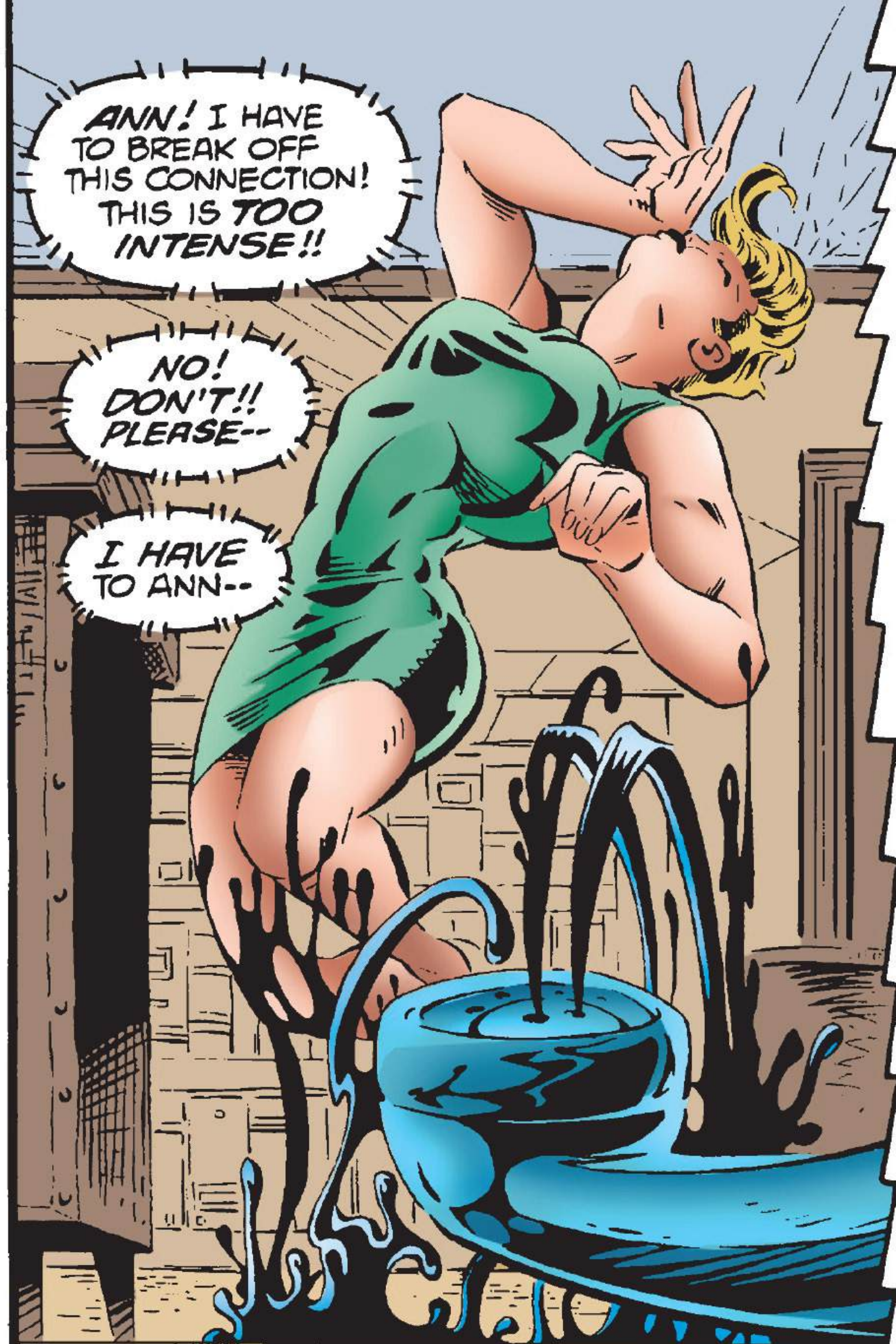


VENOM!

I'VE BEEN
WONDERING
WHAT BECAME
OF HIM SINCE
THE WHOLE
SYMBIOTE
FIASCO!

NOW'S MY
CHANCE TO
BRING THAT
PSYCHO DOWN
ONCE AND FOR
ALL--

--THE WAY MY
PREDECESSOR
NEVER COULD!



ANN! I HAVE
TO BREAK OFF
THIS CONNECTION!
THIS IS *TOO*
INTENSE!!

NO!
DON'T!!
PLEASE--

I HAVE
TO ANN--



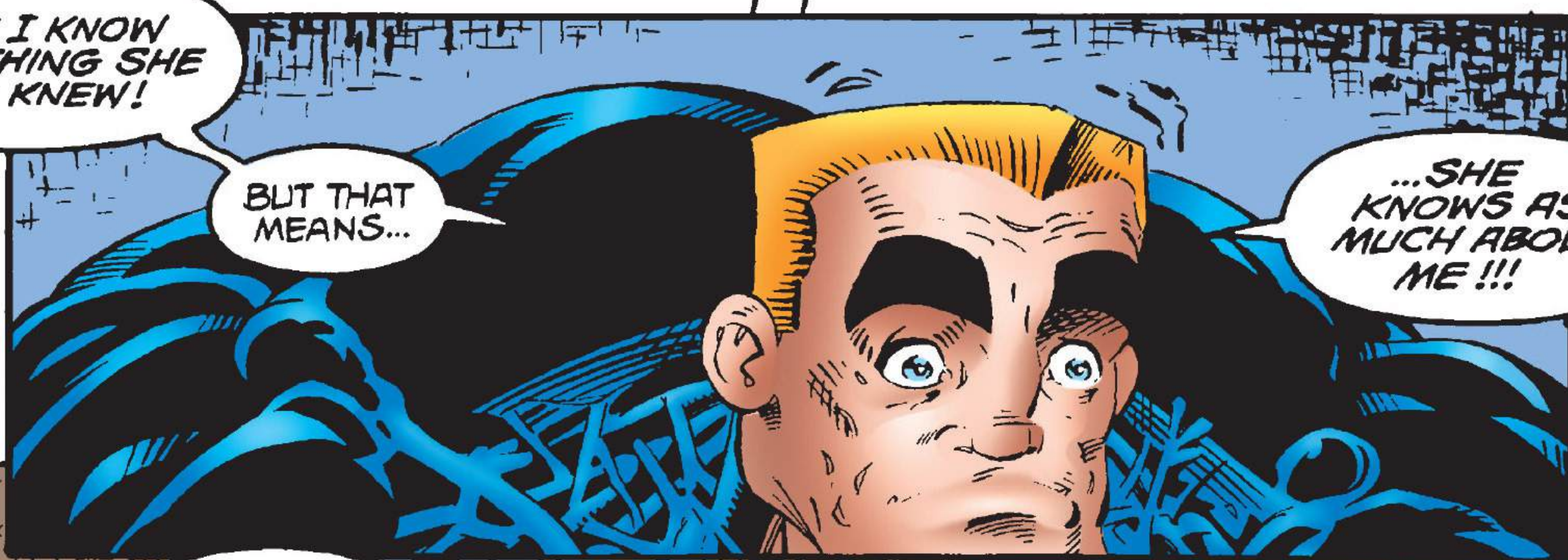
--WE HAVE TO
FIGURE OUT A WAY
TO GET YOU OUT
OF THERE!

THAT WAS
STAGGERING.

IT WAS LIKE
WE BECAME
A SINGLE
ENTITY!

THE OTHER AND
I ARE TOO DIFFERENT
TO MELD LIKE THIS,
BUT *THIS*--

--NOW I KNOW
EVERYTHING SHE
EVER KNEW!



BUT THAT
MEANS...

...SHE
KNOWS AS
MUCH ABOUT
ME !!!



THAT
TRACE WAS
NO GOOD!

THE PHONE IS
TAPPED INTO THE LINE
BETWEEN STATIONS!

WHERE'S THE
SITUATION?

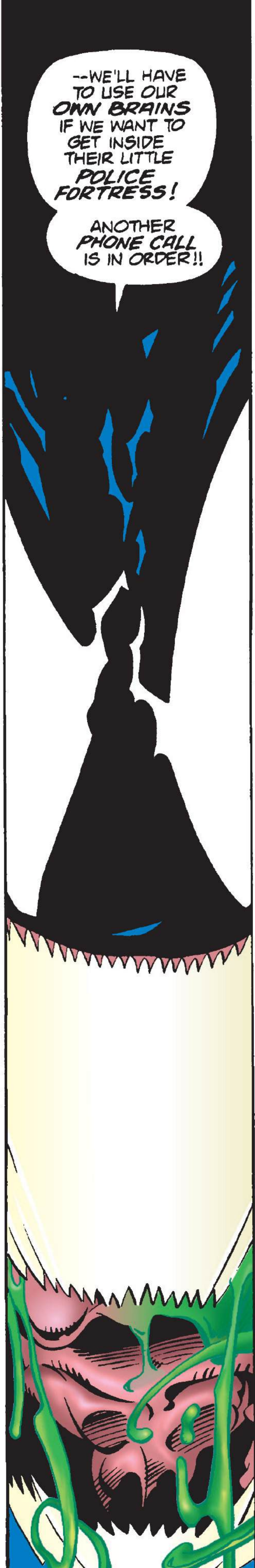
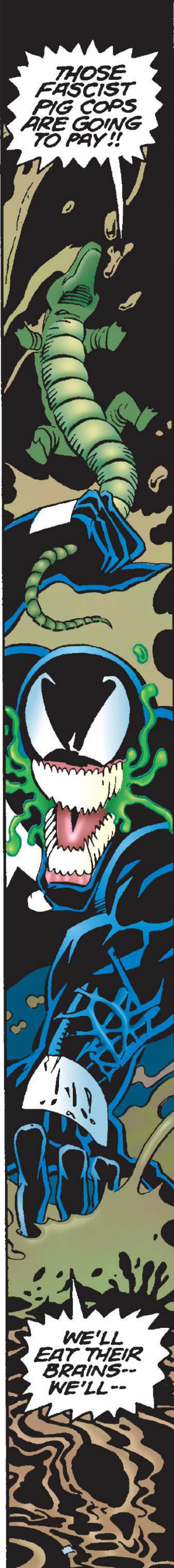
UNDER
CONTROL...

HOW ARE
YOU FEELING,
MS. WEYING?

...FOR
THE TIME
BEING!



NEVER
BETTER...



THOSE
FASCIST
PIG COPS
ARE GOING
TO PAY!!

--WE'LL HAVE
TO USE OUR
OWN BRAINS
IF WE WANT TO
GET INSIDE
THEIR LITTLE
POLICE
FORTRESS!

ANOTHER
PHONE CALL
IS IN ORDER!!

THEY
CERTAINLY
BEEFED UP
SECURITY
HERE!

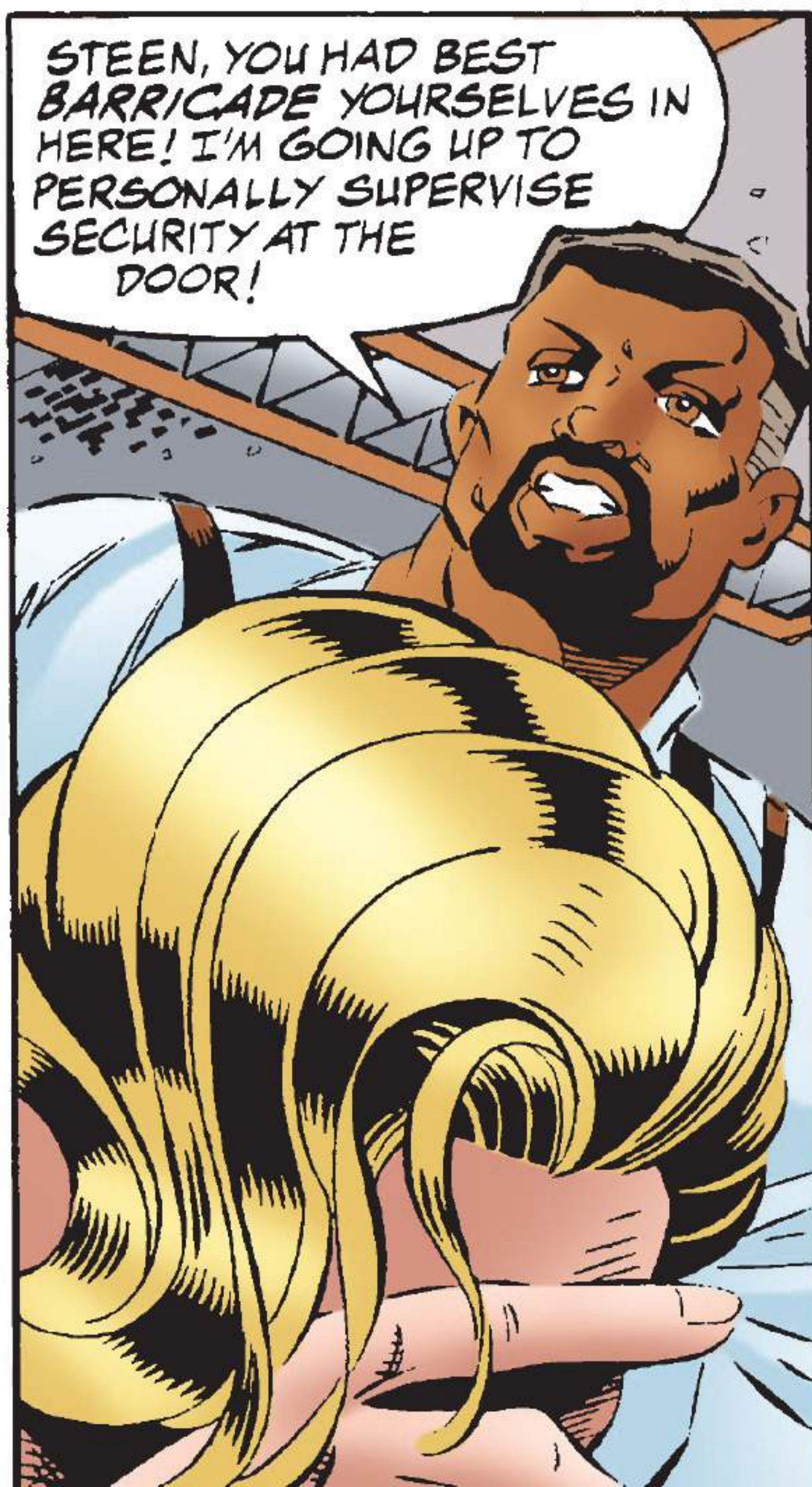
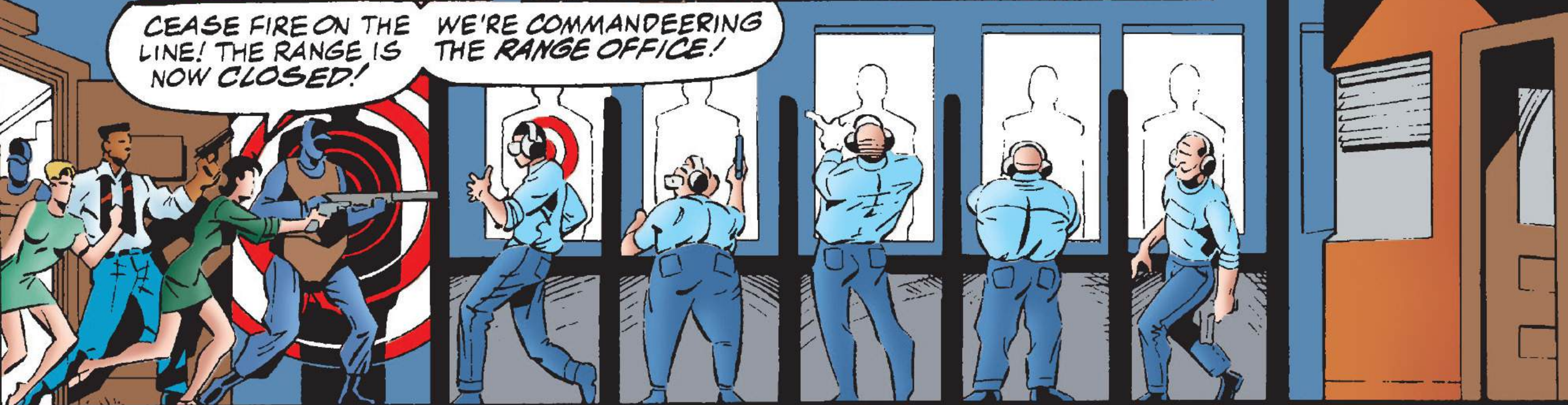
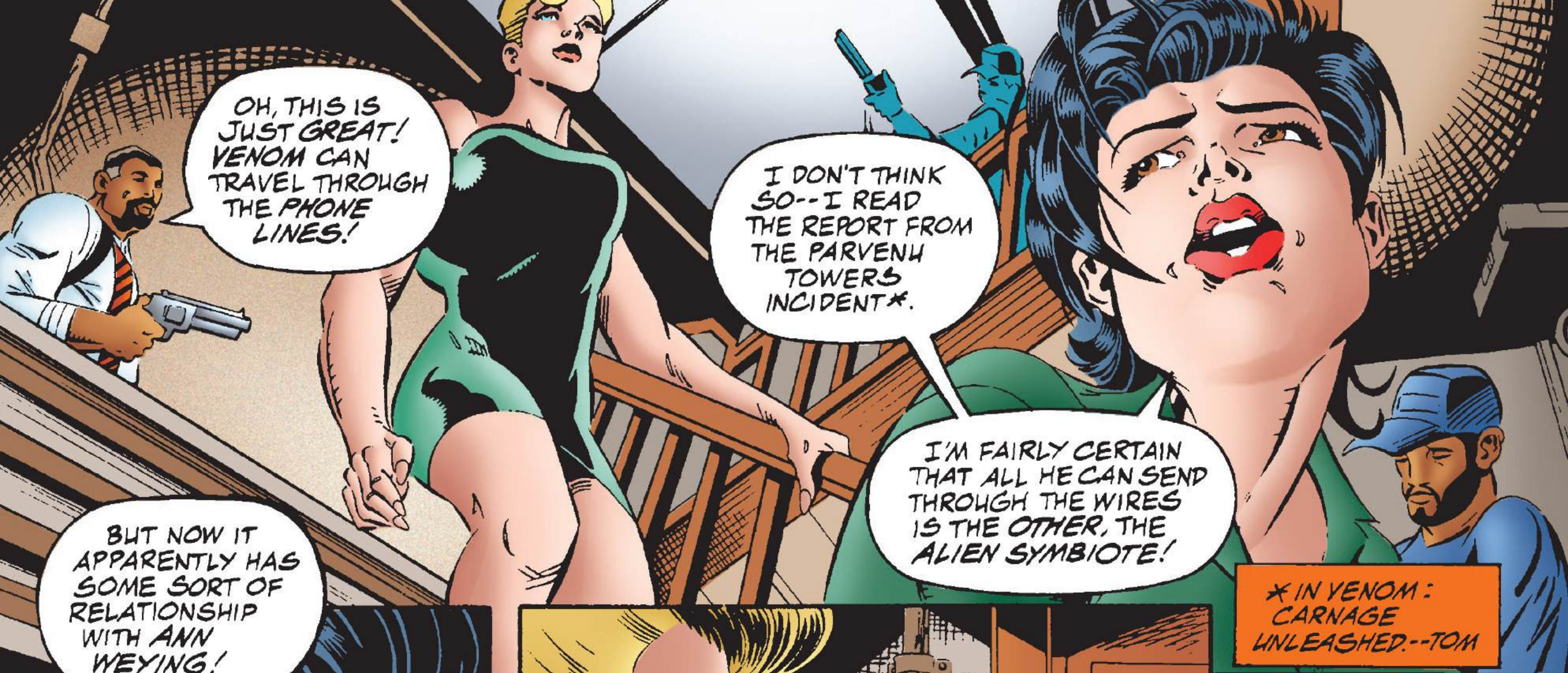
ARRGH!

HOW DOES
VENOM
EXPECT TO
GET PAST
ALL THIS?

GUESS I SHOULD
TROLL THE AREA WITH
MY SPIDER SENSE
AND SEE IF I CAN
PICK UP HIS
TRAIL!

GOTTA
SAVE
HER!!!

WE'LL
EAT THEIR
BRAINS--
WE'LL--



ACROSS
THE STREET...

YOW!
DUMB
MOVE, BEN
REILLY!

VENOM
WOULDN'T GO
IN THE FRONT
DOOR--!

HE'D FIND SOME
SNEAKY ACCESS
THROUGH THE ROOF
OR THE BASEMENT!

I'M GOING TO
HAVE TO DO BETTER
AT **EXTRAPOLATING**
IF I'M GOING TO BE
THE ONE AND ONLY
SPIDER-GUY FROM
NOW ON!

NOW, IF I WERE
VENOM AND I
WANTED TO GET INTO
POLICE HEADQUARTERS,
I'D CREEP RIGHT UP
UNDER THE PLACE...

YECH!

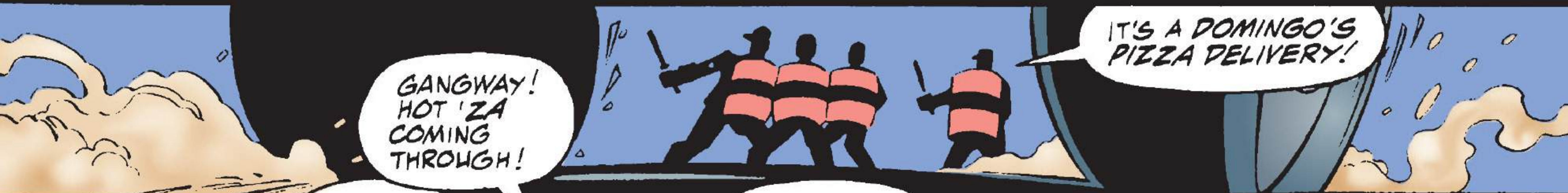
QUITE
FETID DOWN
HERE TO SAY
THE LEAST!

THROUGH
THE **SEWER**
SYSTEM!

NO SIGN OF OLD
SLOBBER-FANGS YET,
BUT ODDS ARE GOOD
HE'LL BE SLOSHING
THROUGH HERE
RIGHT SOON!



HUH?
WHAZZAT???



GANGWAY!
HOT 'ZA
COMING
THROUGH!

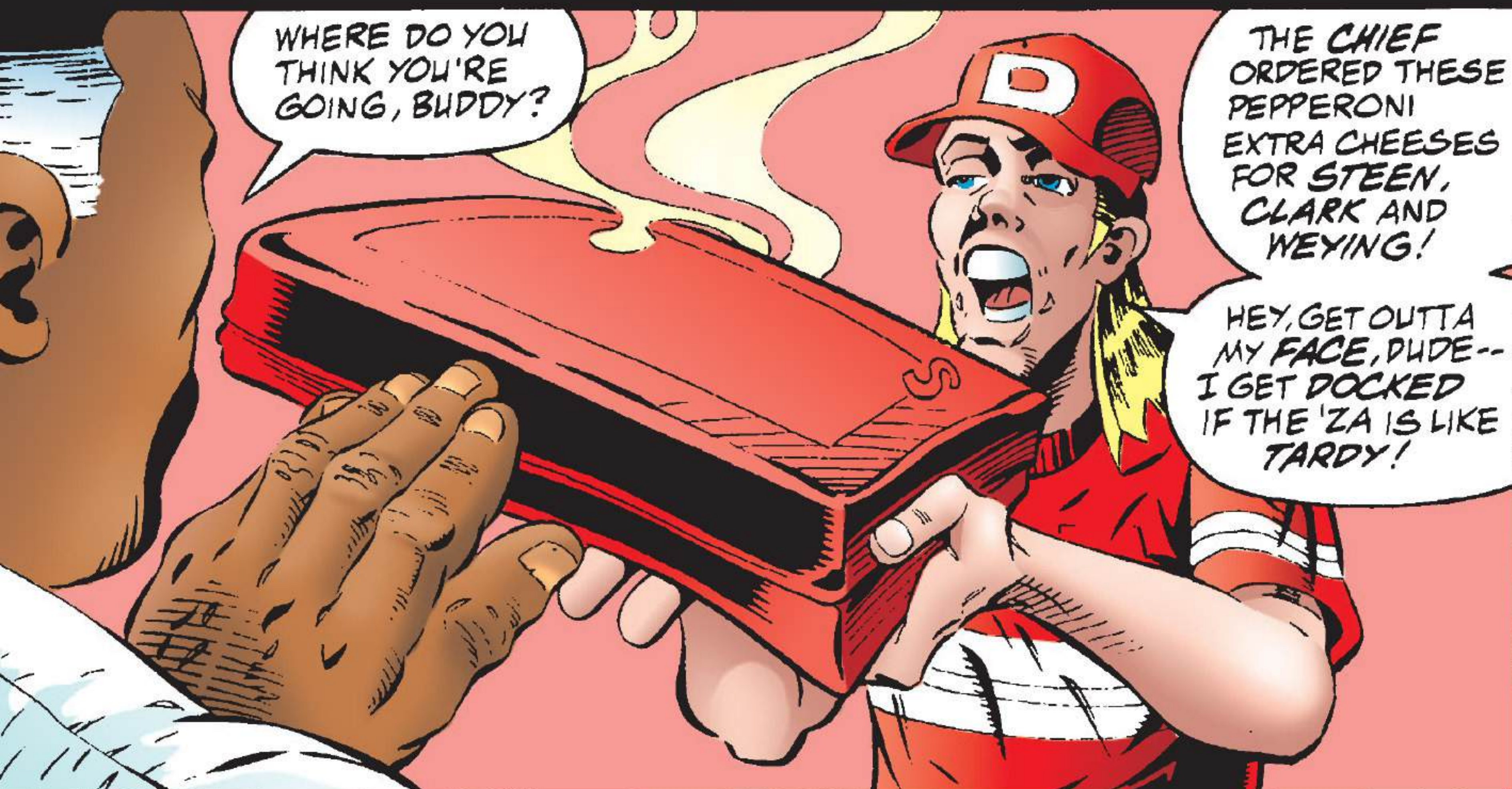
IT'S A DOMINGO'S
PIZZA DELIVERY!



FREEZE,
MOPE!

DROP DOWN
AND ASSUME
THE POSITION,
SCHUZZ-WAD!

LET ME
HANDLE
THIS--



WHERE DO YOU
THINK YOU'RE
GOING, BUDDY?

THE CHIEF
ORDERED THESE
PEPPERONI
EXTRA CHEESES
FOR STEEN,
CLARK AND
WEYING!

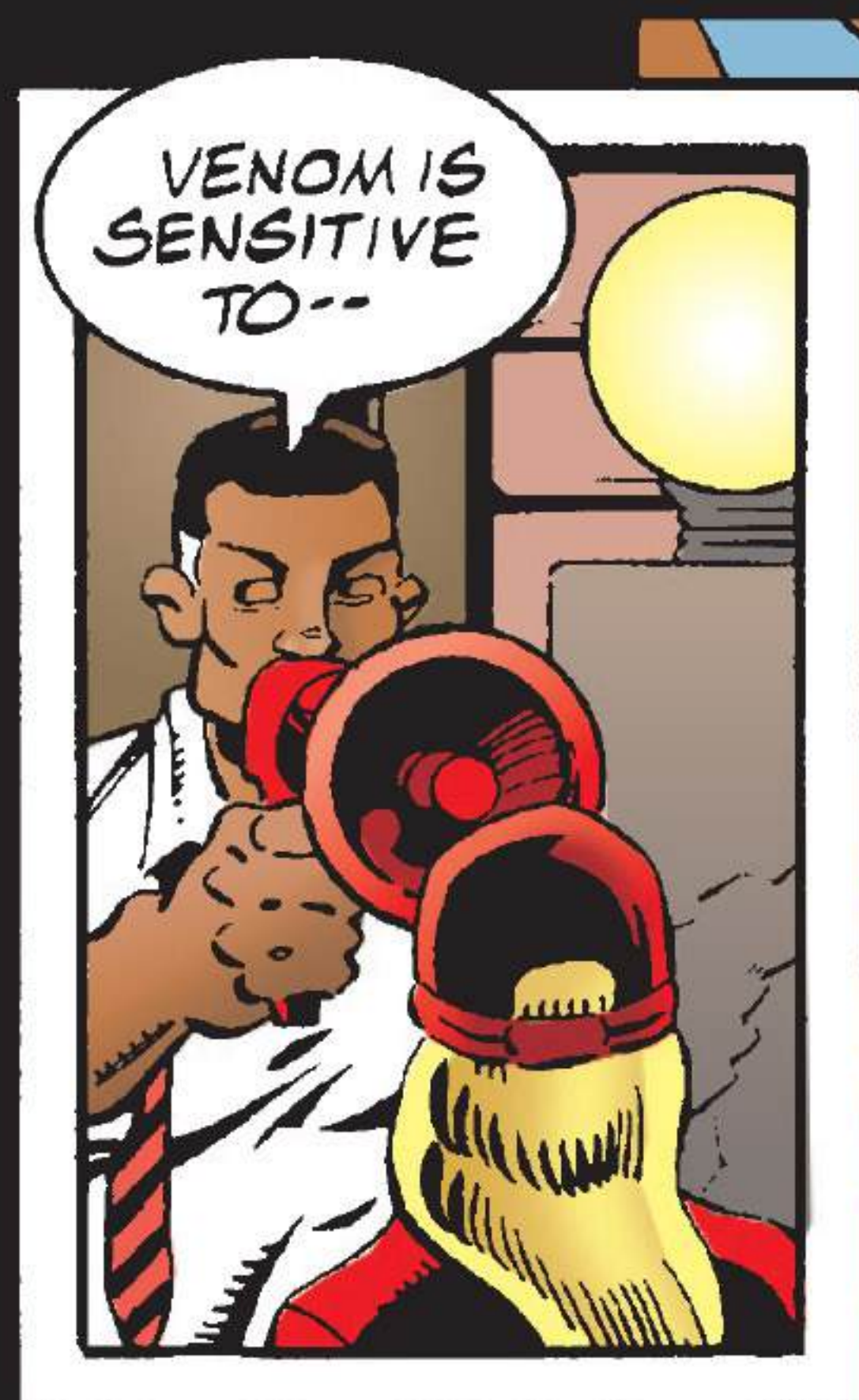
HEY, GET OUTTA
MY FACE, DUDE--
I GET DOCKED
IF THE 'ZA IS LIKE
TARDY!



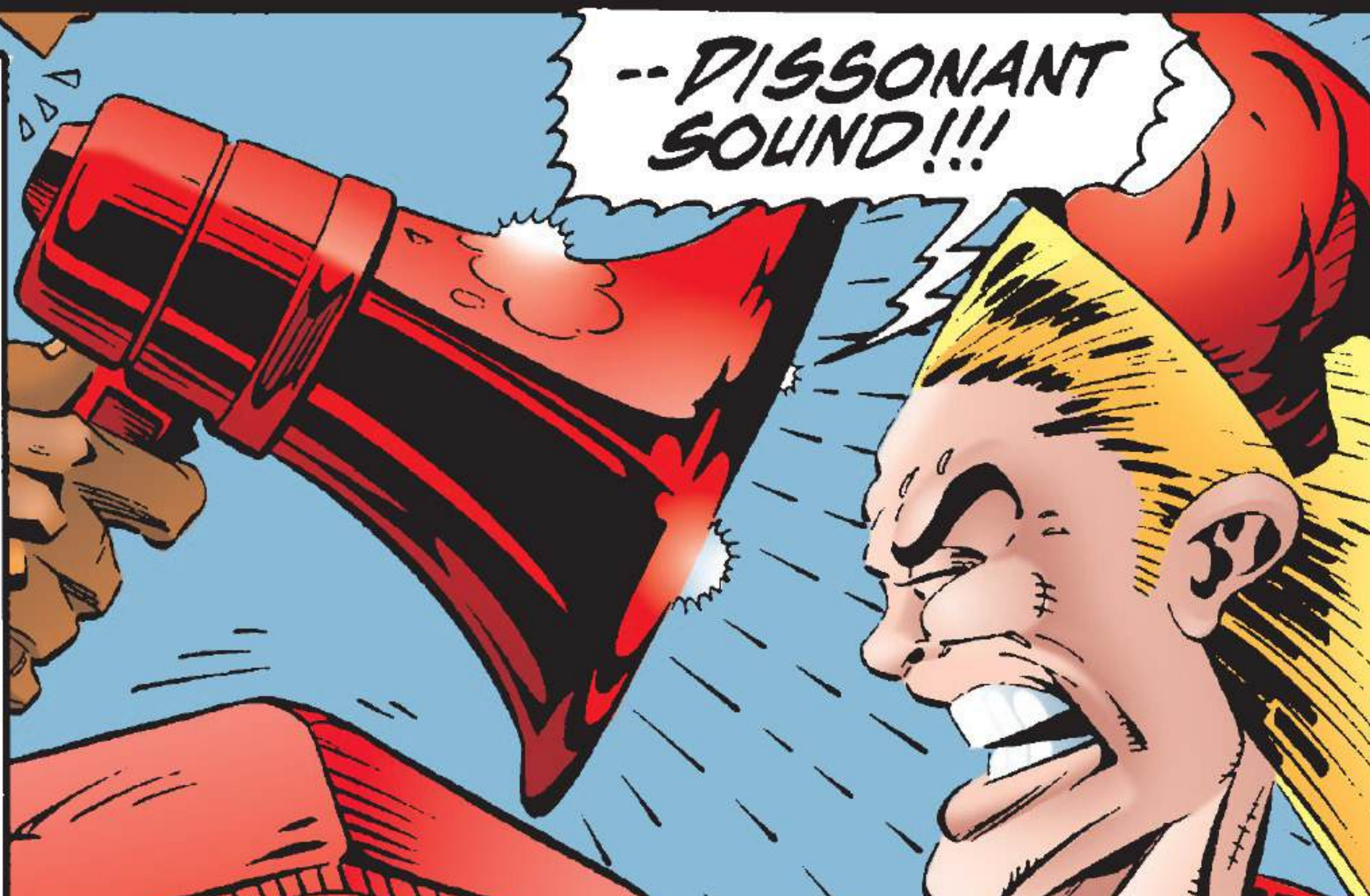
OH YEAH? VENOM CAN
ASSUME THE APPEARANCE
OF ANYBODY--

OFFICER, HAND ME
YOUR BULLHORN!

YESSIR!



VENOM IS
SENSITIVE
TO--



--DISSONANT
SOUND!!!



LET THIS
GUY
THROUGH.

WOOF!

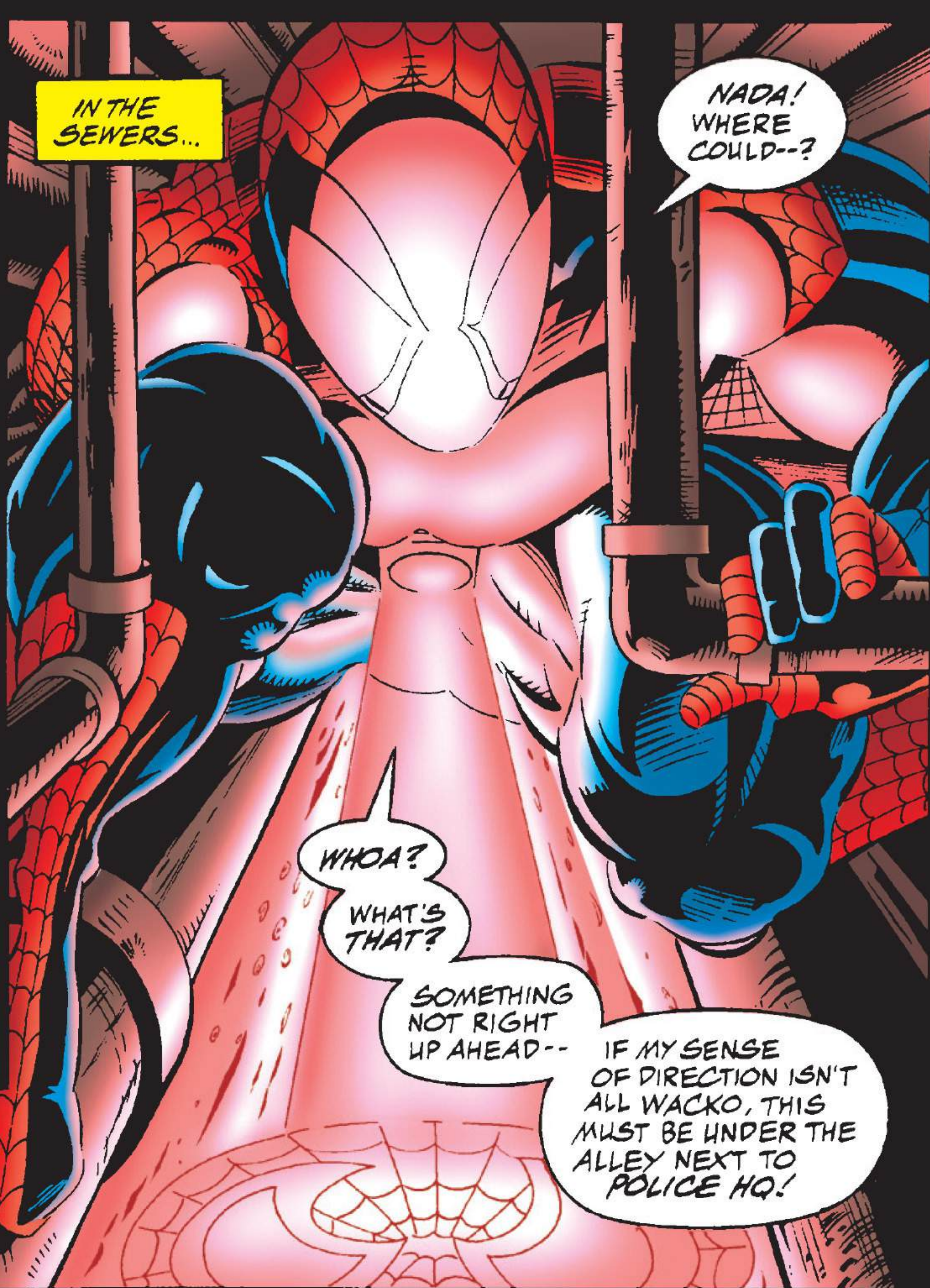


SEND HIM
DOWN TO THE
RANGE!

YOU GUYS CHECK
EVERYBODY WITH
A BULLHORN LIKE I
DID, WHILE I GO CHECK
OUT THE ALLEY ONE
MORE TIME!!

STAY ALERT, AND
DON'T LET ANYBODY
THROUGH WITHOUT
A HIGH-DECIBEL
GOING OVER!!

IN THE
SEWERS...



NADA!
WHERE
COULD--?

WHOA?

WHAT'S
THAT?

SOMETHING
NOT RIGHT
UP AHEAD--

IF MY SENSE
OF DIRECTION ISN'T
ALL WACKO, THIS
MUST BE UNDER THE
ALLEY NEXT TO
POLICE HQ!



DEAD
ALBINO
ALLIGATORS!

THEY LOOK
LIKE THEY'VE
BEEN RIPPED
APART BY
FOOT-LONG
FANGS!

SPIDER-
SENSE IS
TINGLING--

--UP THE
LADDER!



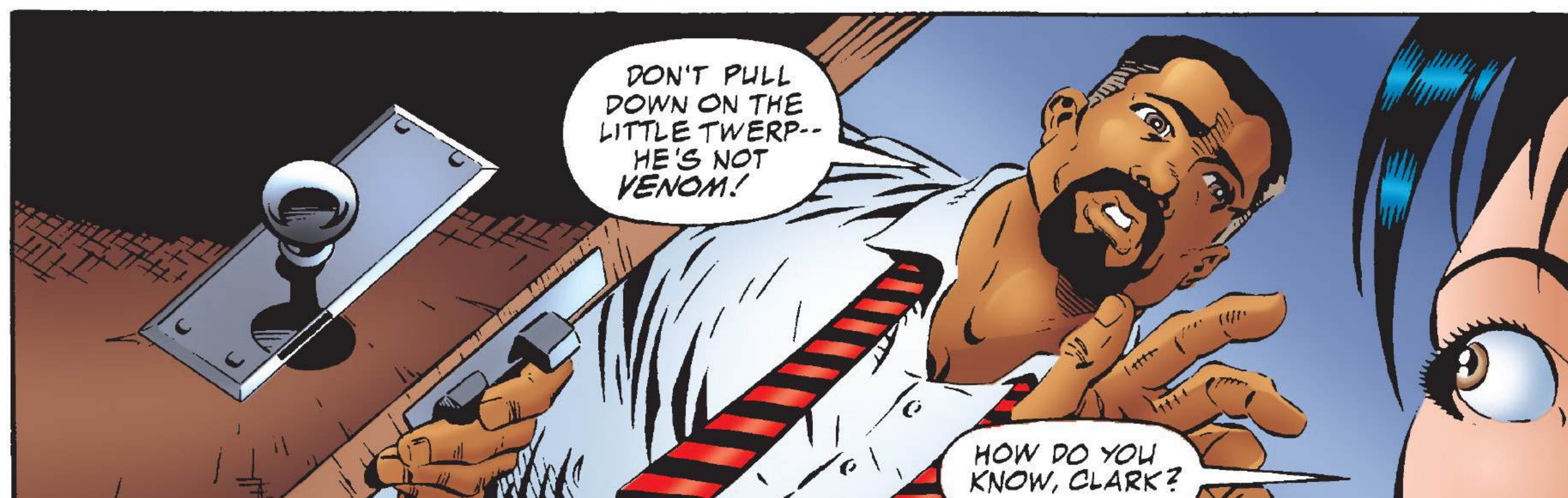
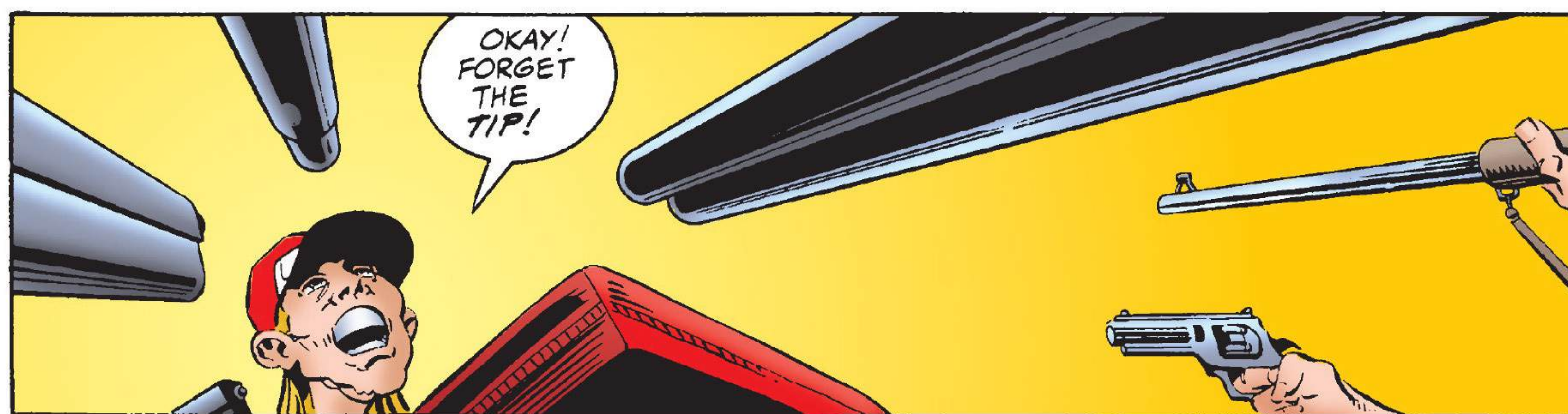
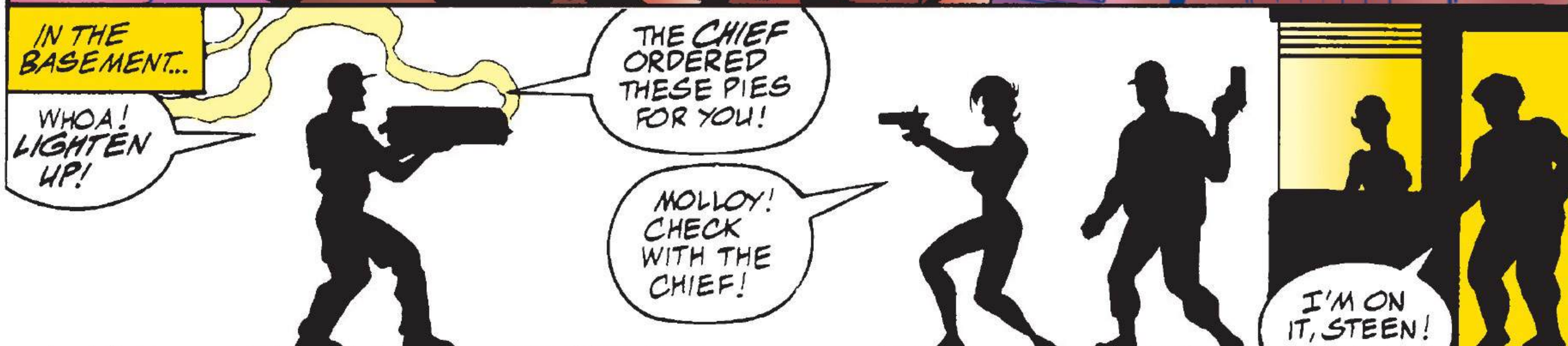
NO ONE
HERE--
HUH?



HEY, WHERE
DID THAT
PIZZA GUY
GO?

WHATSAMATTER
CLARK-- YOU
LOSIN' IT?

YOU SENT THAT GUY
DOWN TO THE RANGE
WHERE STEEN IS
WITH THE WEYING
BROAD!

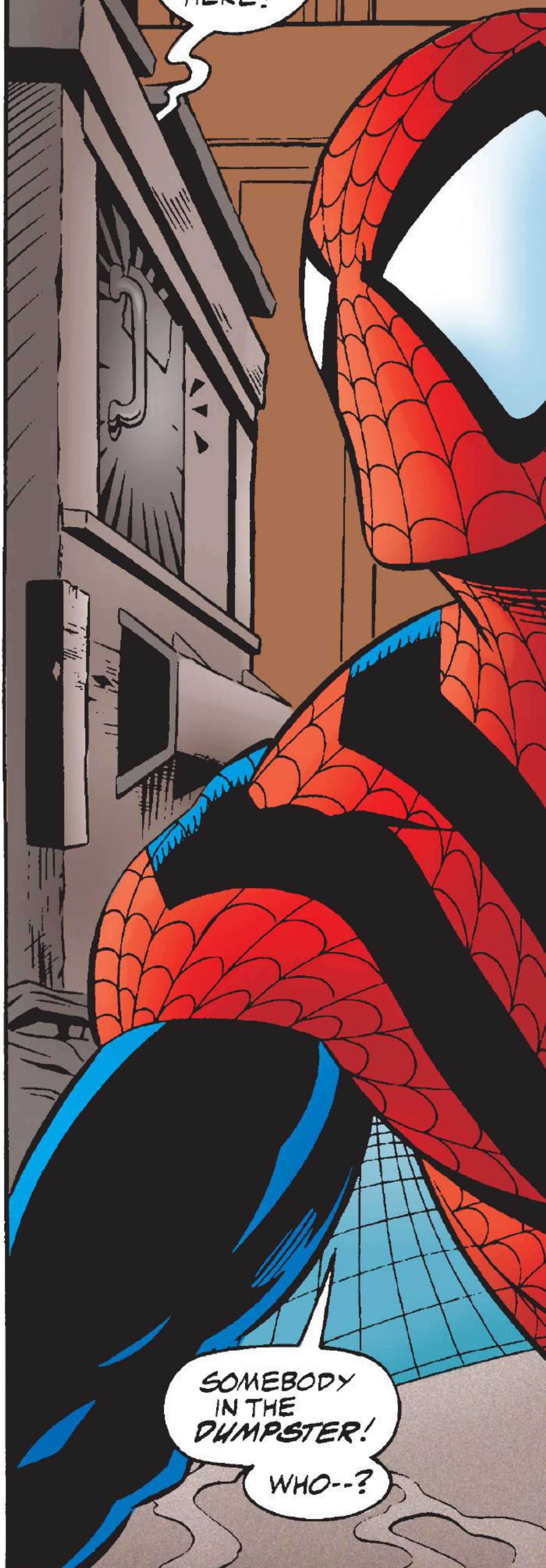




BECAUSE
I'M
VENOM!

IN THE
ALLEY...

HEY!
LEMM
OUTTA
HERE!



SOMEBODY
IN THE
DUMPSTER!
WHO--?



SPIDER-MAN--!

I'M DETECTIVE CLARK, NYPD! VENOM JUMPED ME AND DUMPED ME IN HERE--



HE'S PROBABLY WALKING RIGHT INSIDE POLICE HEADQUARTERS LOOKING JUST LIKE YOU!

YOU'VE TANGLED WITH THIS PSYCHO BEFORE, SPIDER-MAN--

--WE COULD SURE USE YOUR EXPERTISE!



GLAD TO HELP, DETECTIVE!

LET'S GO!



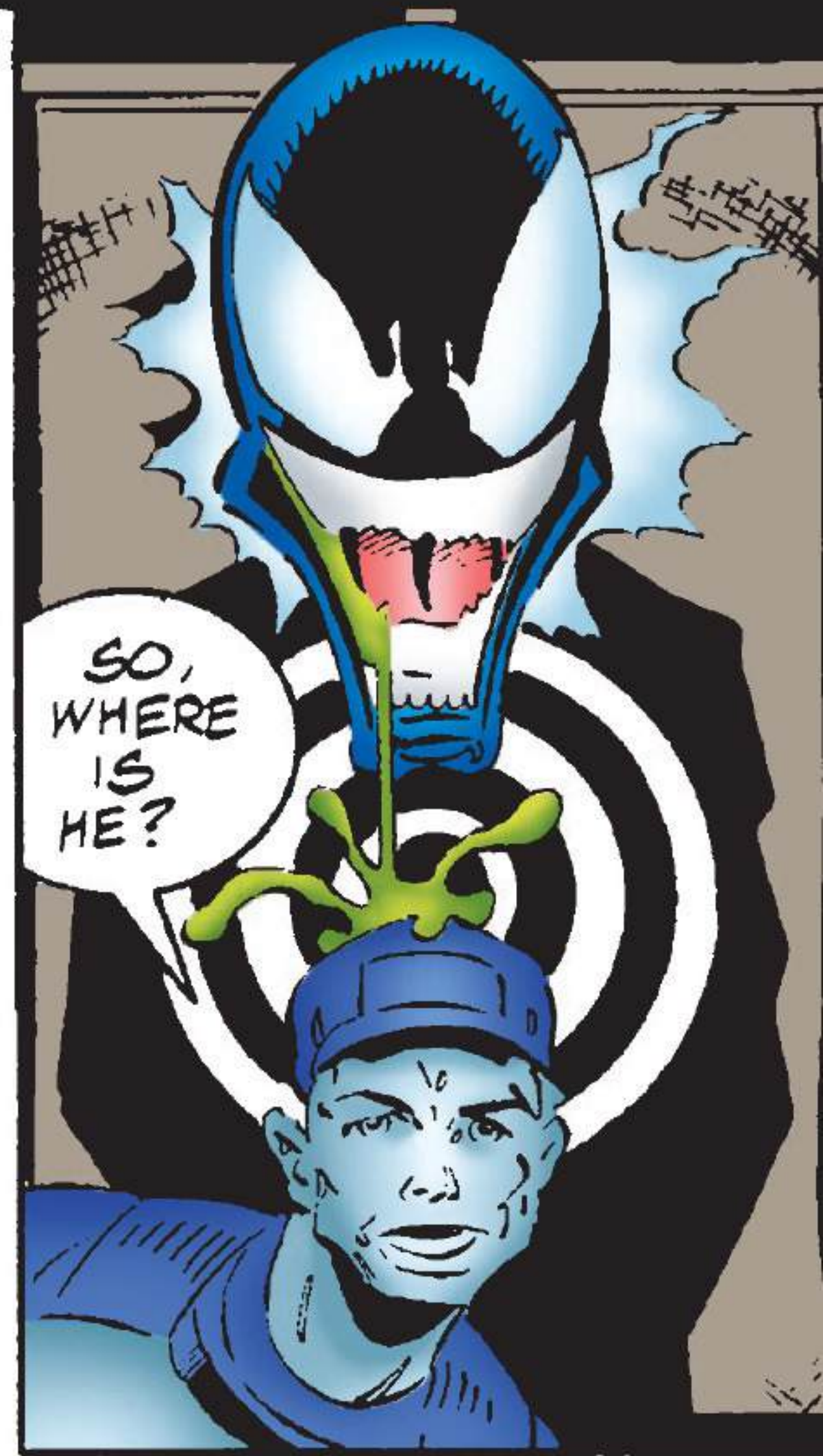
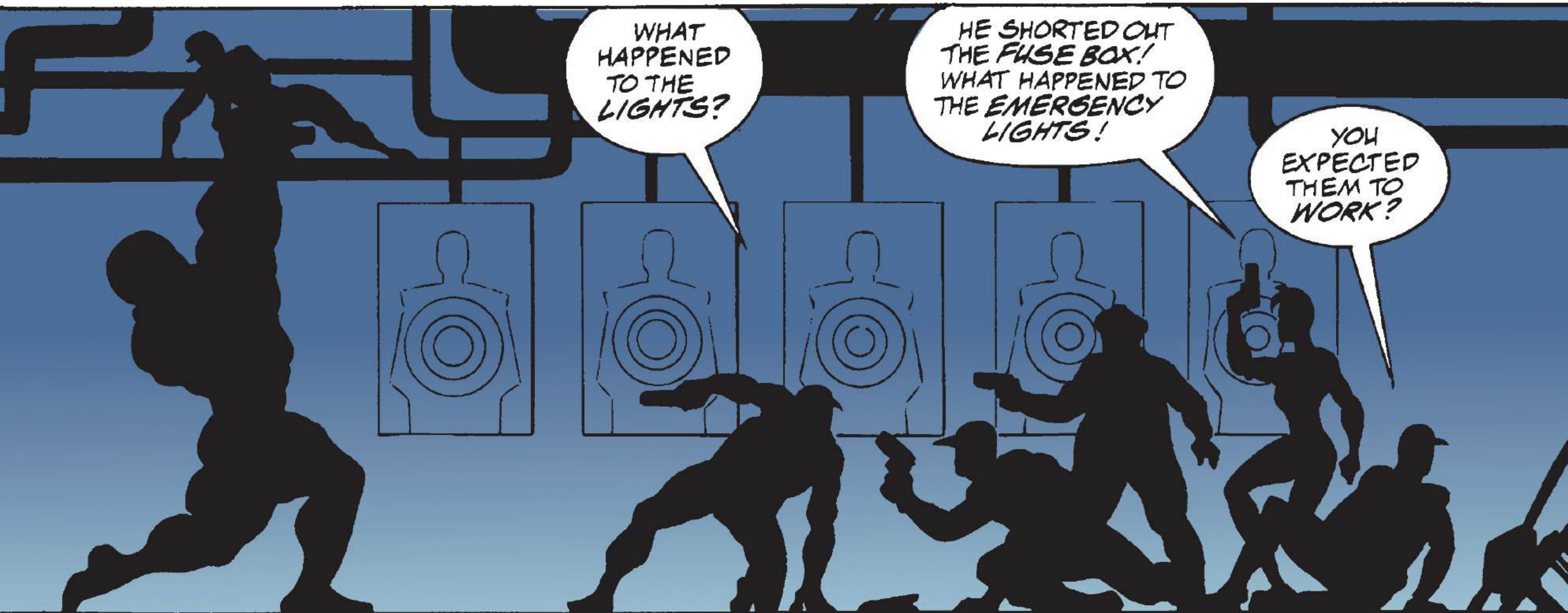
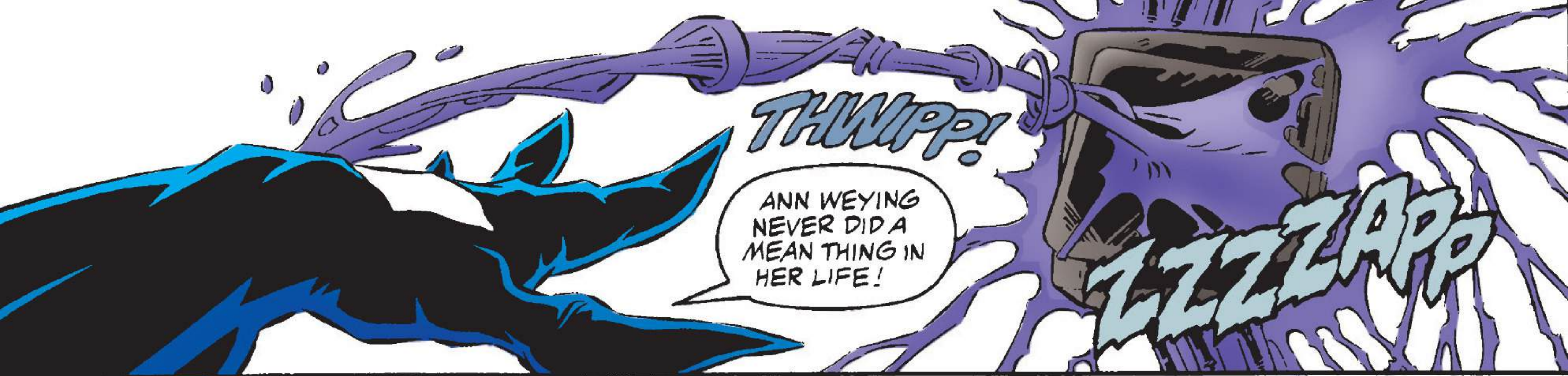
IN THE BASEMENT...

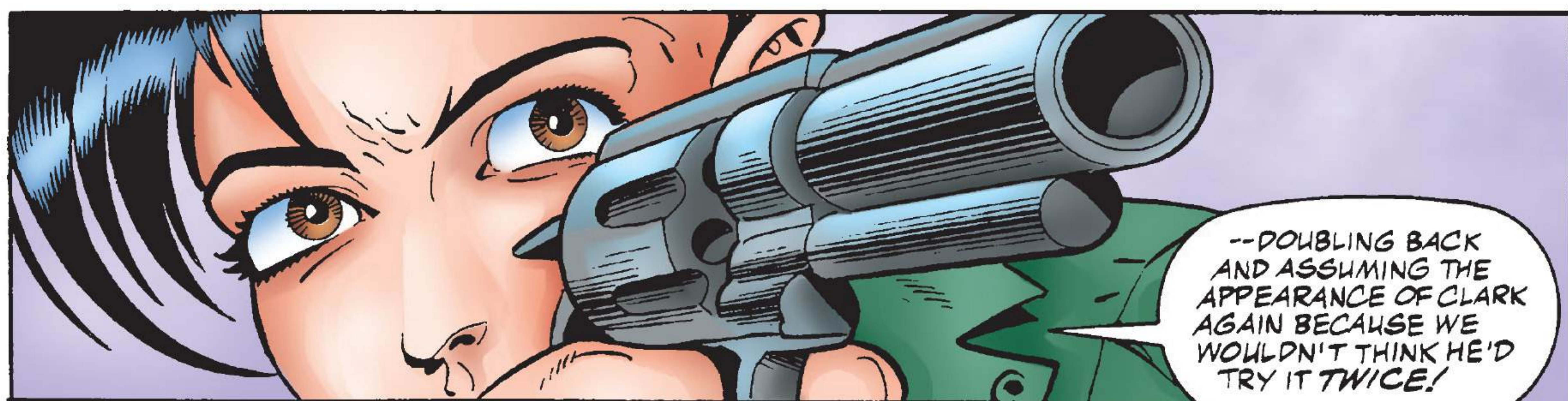
HE'S GOT THE WEYING WOMAN!

STOP HIM!

SO THE VERMIN WHO PREY ON THE INNOCENT ARE WEARING POLICE UNIFORMS NOW--

--WE'RE NOT GOING TO LET YOU GET AWAY WITH THIS!!







A dramatic comic book illustration showing the character Venom, a large black creature with a white spider emblem on its chest, consuming Spider-Man. Spider-Man is shown from the chest up, his red and blue suit partially inside Venom's mouth. Bright green liquid is splashing out from the mouth. The background is a chaotic scene of brown rubble and yellow smoke. Two speech bubbles and a 'TO BE CONTINUED' box are present.

THIS TIME,
WE'RE GOING TO
SETTLE YOUR HASH
FOR GOOD!

WOOF! DID I
EVER BITE OFF
MORE THAN I
CAN CHEW!

TO BE CONTINUED.



FEB • 2
\$2.95 US
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MARVEL®
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GROUP

APPROVED
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®

VENOM

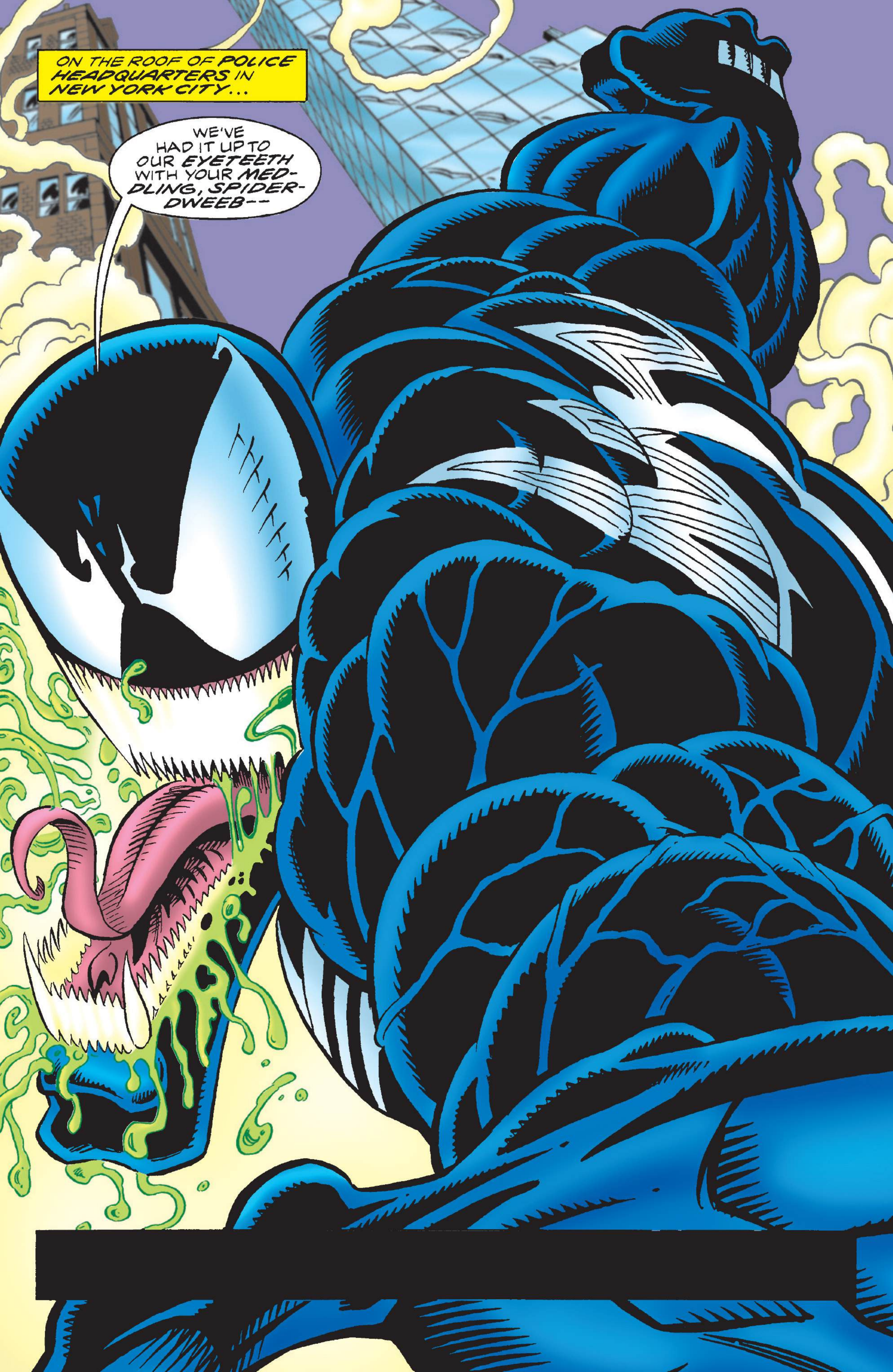
ALONG CAME A SPIDER...

ST. PIERRE



ON THE ROOF OF POLICE
HEADQUARTERS IN
NEW YORK CITY...

WE'VE
HAD IT UP TO
OUR EYETEETH
WITH YOUR MED-
DLING, SPIDER-
DWEB--



... AND SAT DOWN
BESIDE HER!

...AND
WE'RE NOT GOING
TO TAKE IT ANY-
MORE!!

STOP IT,
EDDIE--!

YOU'RE
GOING TO
HURT
HIM!

THAT
IS ENTIRELY
THE POINT,
ANN!

WOOF!
DID THAT EVER
SMART--!

WHAT
HAVE I GOT
MYSELF
INTO...?

HE'S
STANDING IN THE WAY
OF OUR RESCUING YOU
FROM THE WICKED
AND CORRUPT
POLICE!!

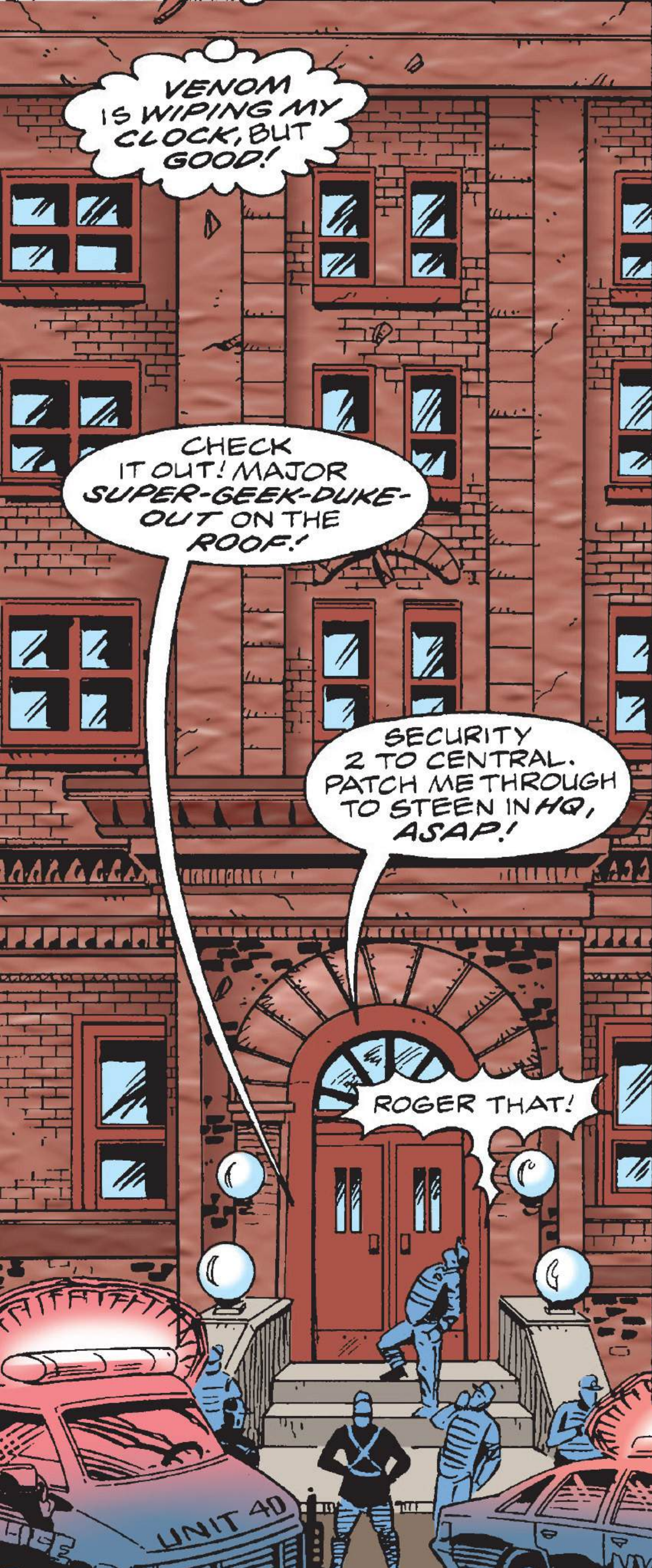
LARRY HAMA SCRIPT
JOE ST. PIERRE &
TOM GRINDBERG BREAKDOWNS
RANDY EMBERLIN, MARK McKENNA,
RODNEY RAMOS & GREG ADAMS FINISHES
TOM SMITH COLORING
MALIBU COMPUTER COLOR
SUE CRESPI &
CAROLINE WELLS LETTERING
TOM BREVOORT EDITOR
BOB BUDIANSKY EDITOR IN CHIEF



... I DON'T HAVE ANYWHERE NEAR THE EXPERIENCE IN DEALING WITH THIS CREEP THAT MY CLONE HAD!



DETECTIVE STEEN, THIS IS BERNARDO AT THE FRONT DOOR!



VENOM IS WIPING MY CLOCK, BUT GOOD!

VENOM IS ON THE ROOF, SMASHING UP THE FIXTURES WITH SPIDER-MAN!



WE'RE ON OUR WAY-- YOU SAY SPIDER-MAN IS HELPING HIM??

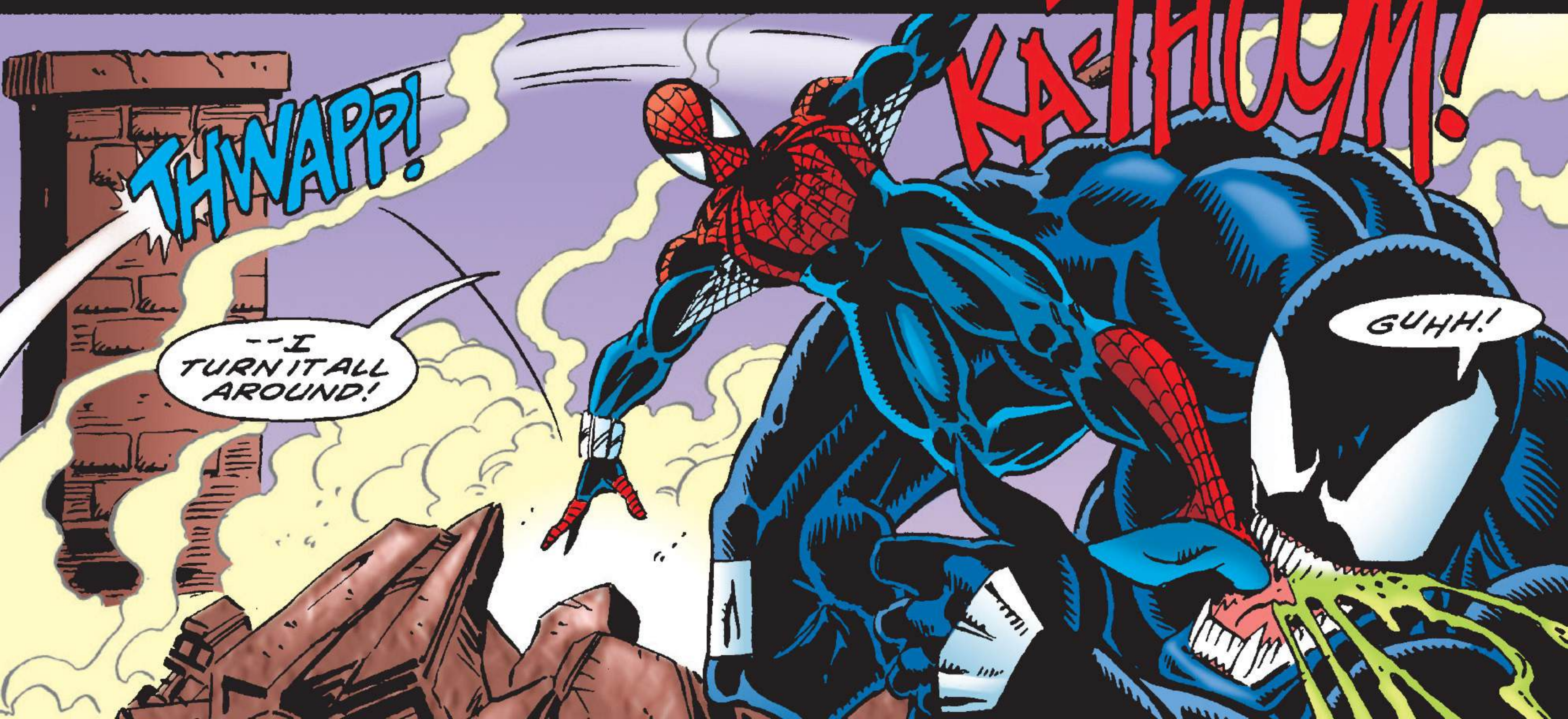
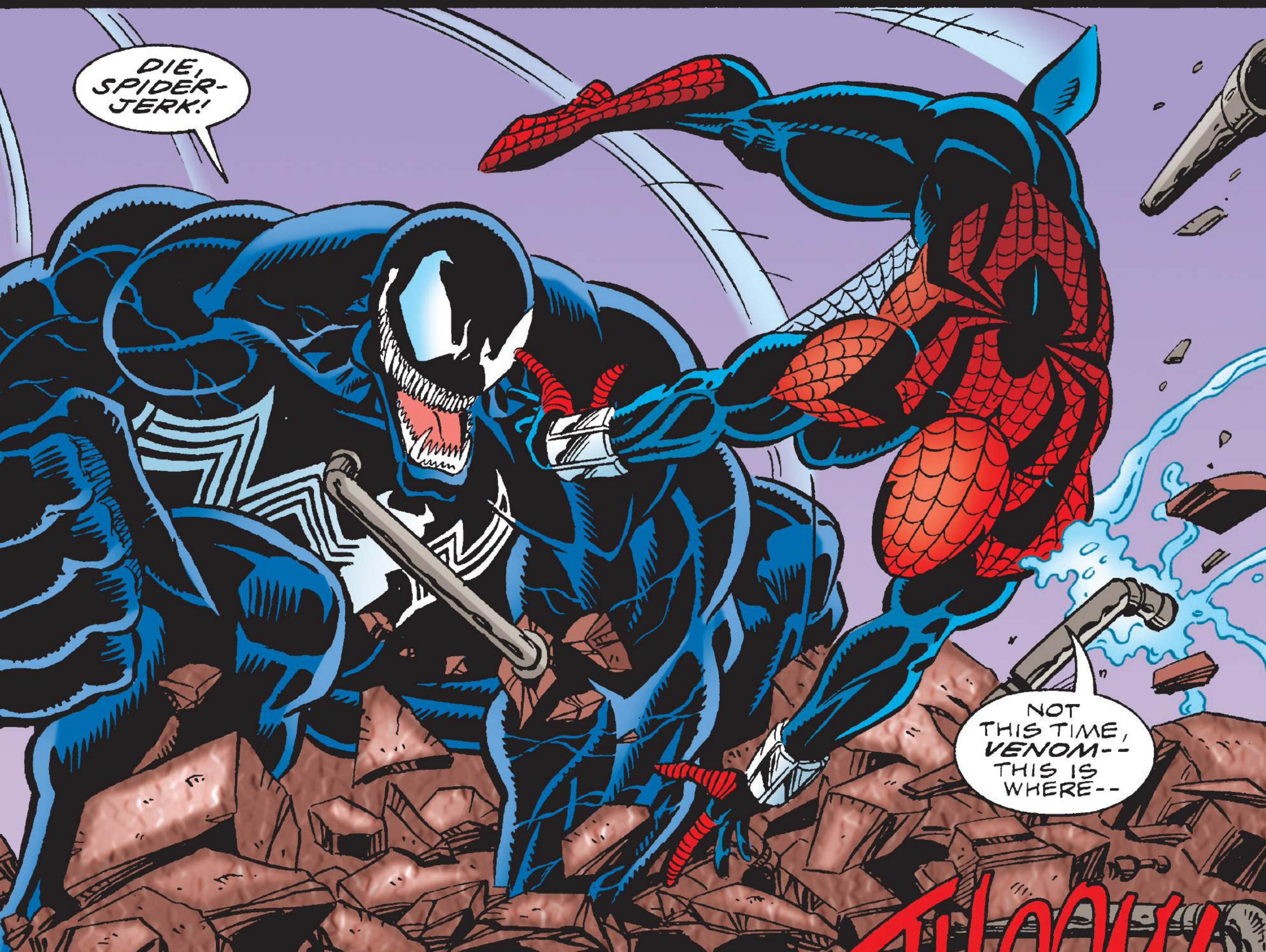
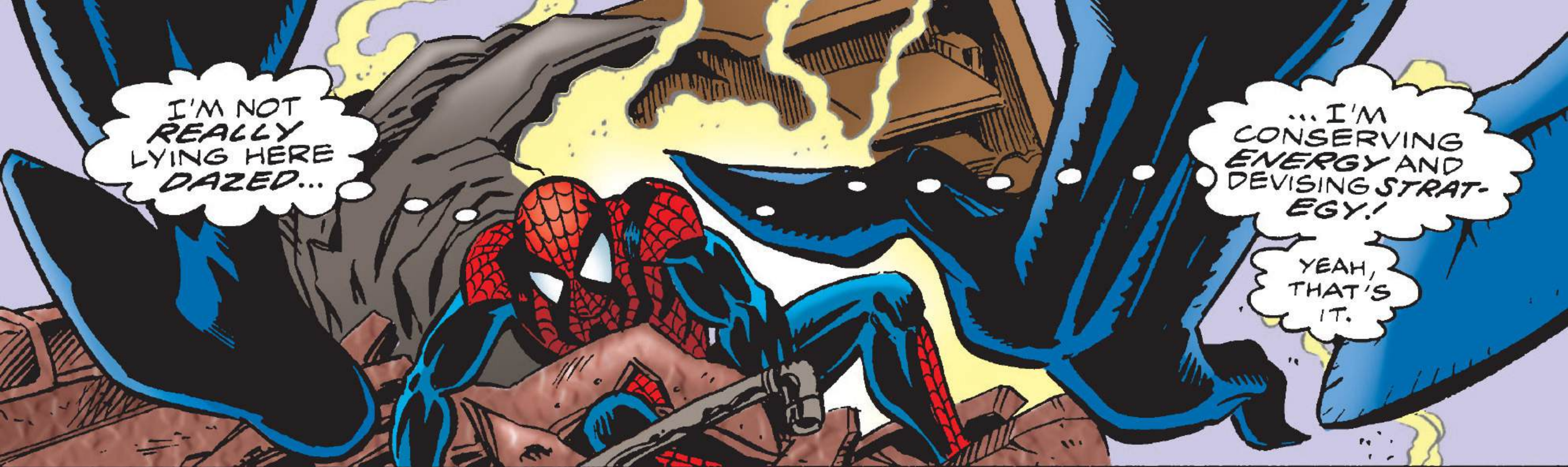
CHECK IT OUT! MAJOR SUPER-GEEK-DUKE-OUT ON THE ROOF!

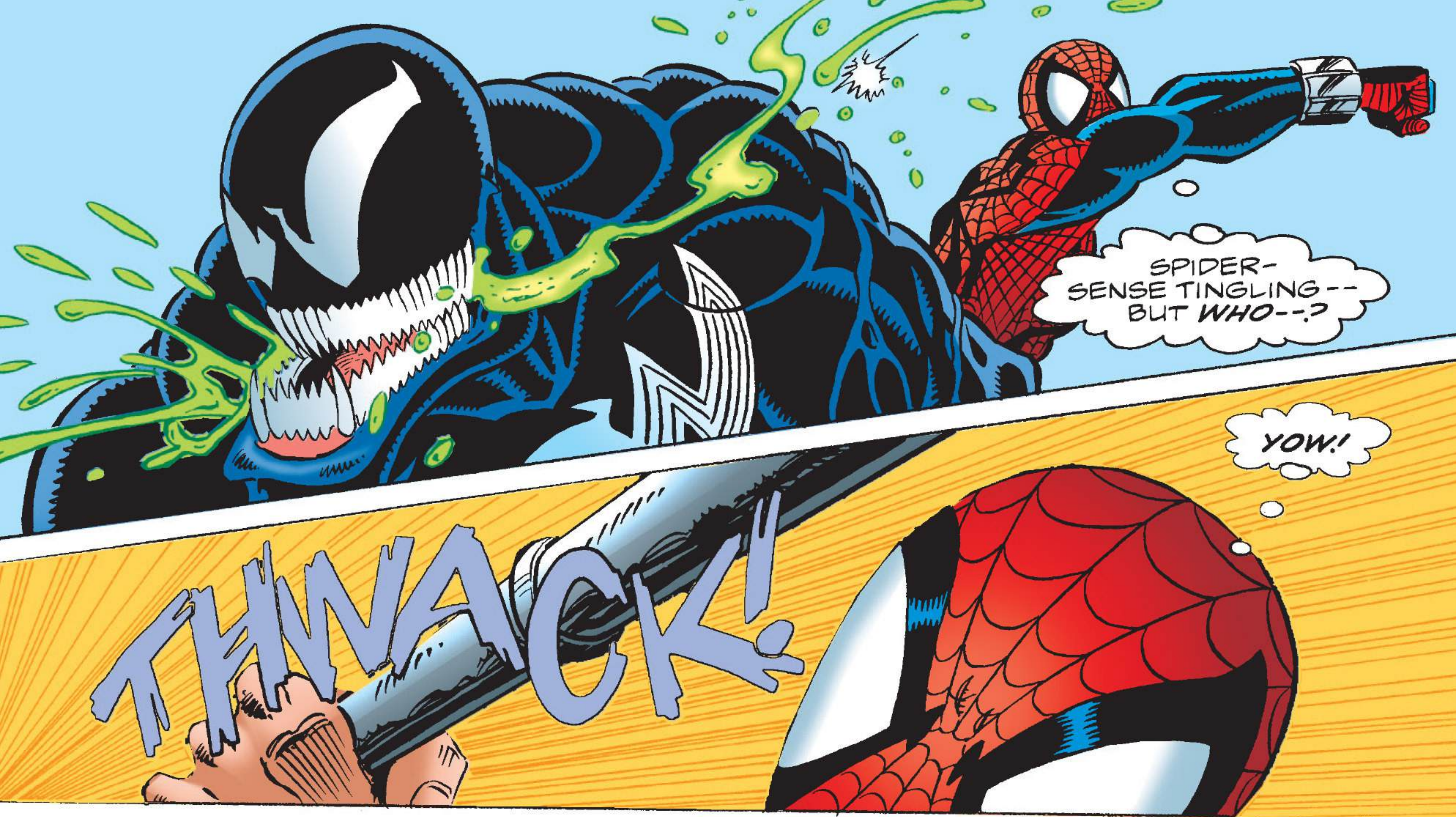
SECURITY 2 TO CENTRAL. PATCH ME THROUGH TO STEEN IN HQ, ASAP!

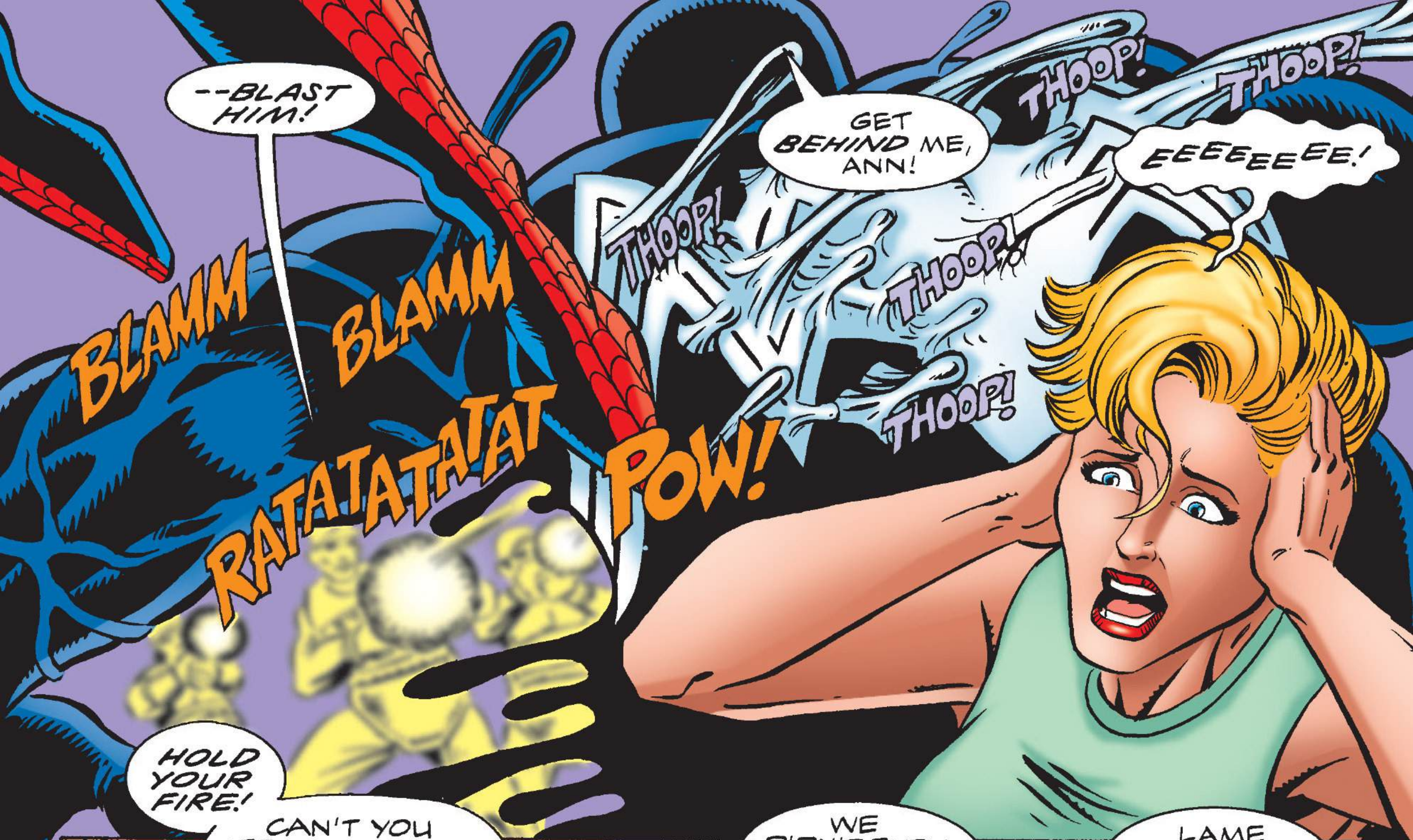
NO! I MEAN HE'S THROWING SPIDER-MAN AROUND LIKE A RAG DOLL!

ROGER THAT!









--BLAST HIM!

GET BEHIND ME, ANN!

EEEEEEEEEE!

BLAMM
BLAMM
RATATATAT
POW!

HOLD YOUR FIRE!

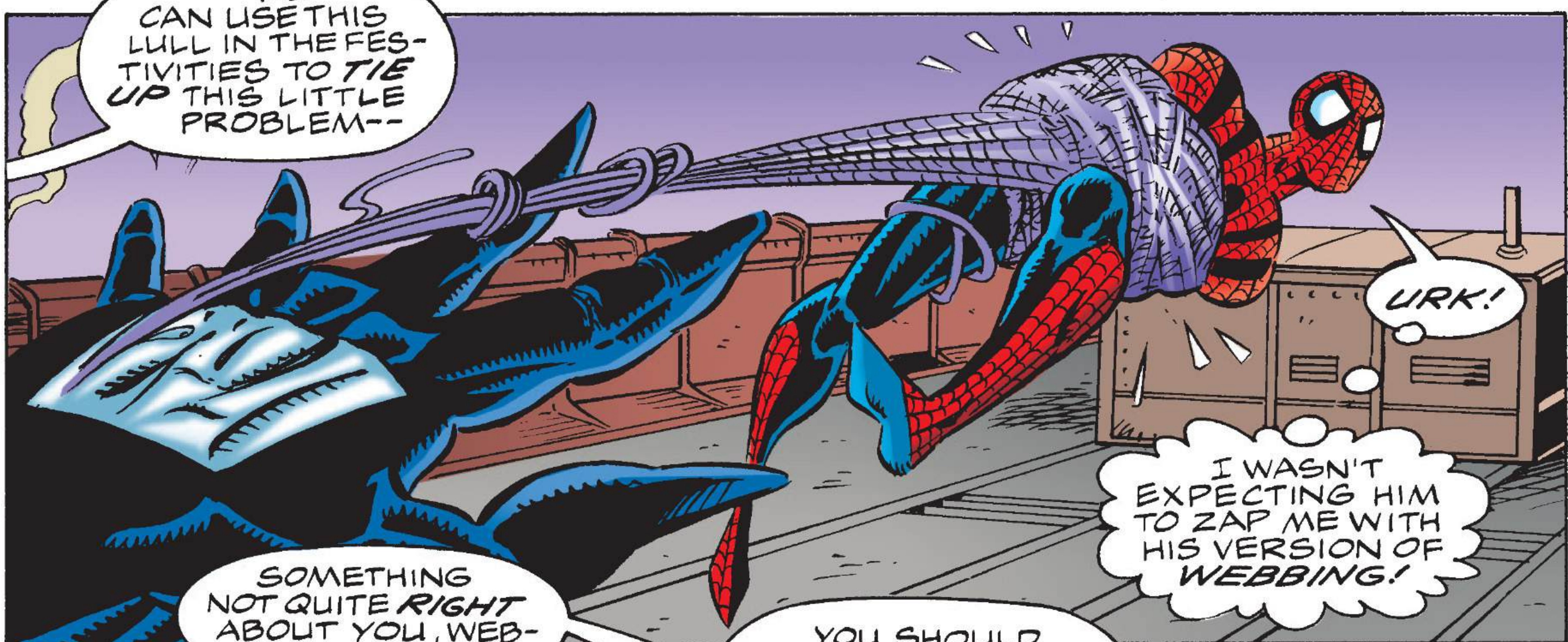
CAN'T YOU SEE THAT THERE'S A *WOMAN* IN THE LINE OF FIRE!?!?

WE DIDN'T EVEN *SEE* HER, CLARK!

LAME EXCUSE, MARTUCCI...



WE CAN USE THIS LULL IN THE FESTIVITIES TO *TIE UP* THIS LITTLE PROBLEM--



URK!

I WASN'T EXPECTING HIM TO ZAP ME WITH HIS VERSION OF *WEBBING*!

SOMETHING NOT QUITE *RIGHT* ABOUT YOU, WEB-SLINGER!

YOU SHOULD BE *WISE* TO ALL OUR TECHNIQUES, BUT YOU'RE ACTING LIKE YOU NEVER TANGLED WITH US BEFORE!

I HAVE, BUT NOT AS MANY TIMES AS YOU *THINK*! *



* BEN REILLY ENCOUNTERED VENOM IN SPIDER-MAN #53 AND THE 1995 SPIDER-MAN SUPER-SPECIALS. --TOM



BUT HEY,
WHY LOOK A GIFT
HORSE IN THE
MOUTH?

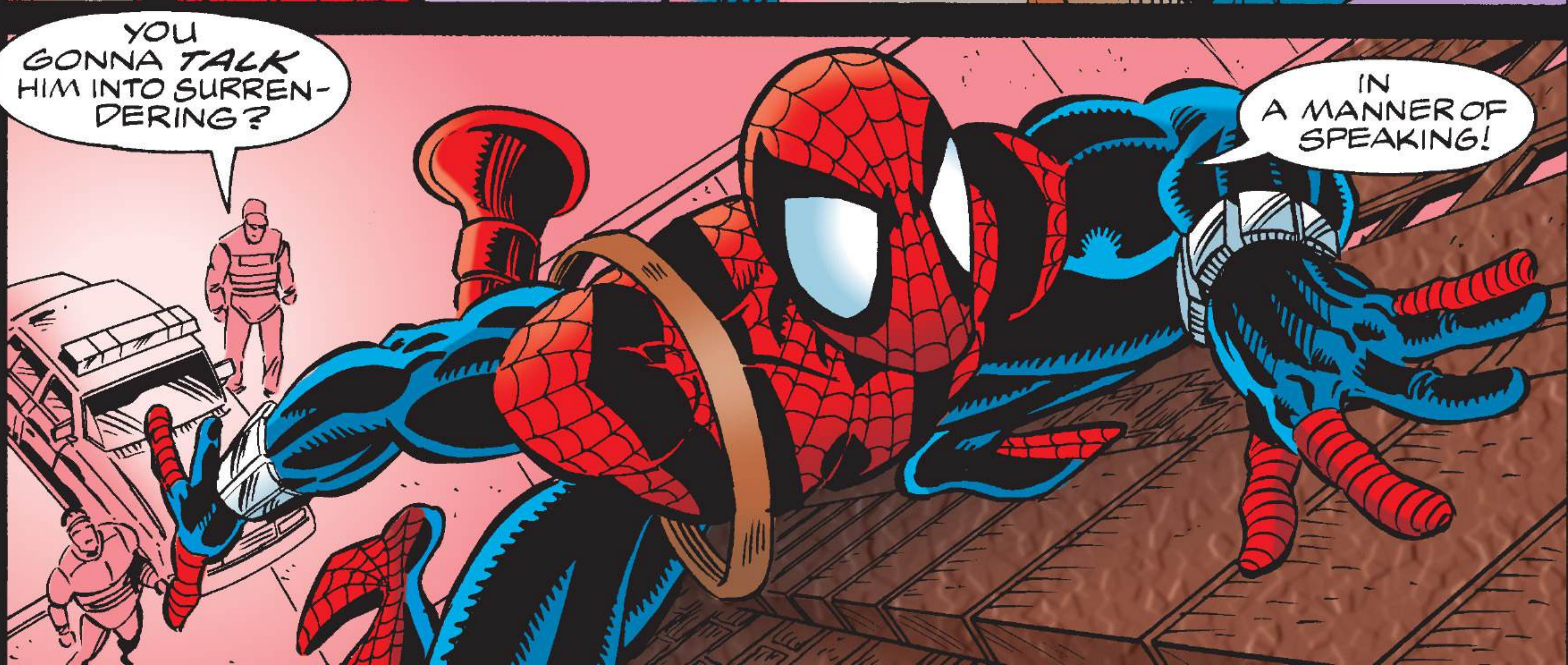
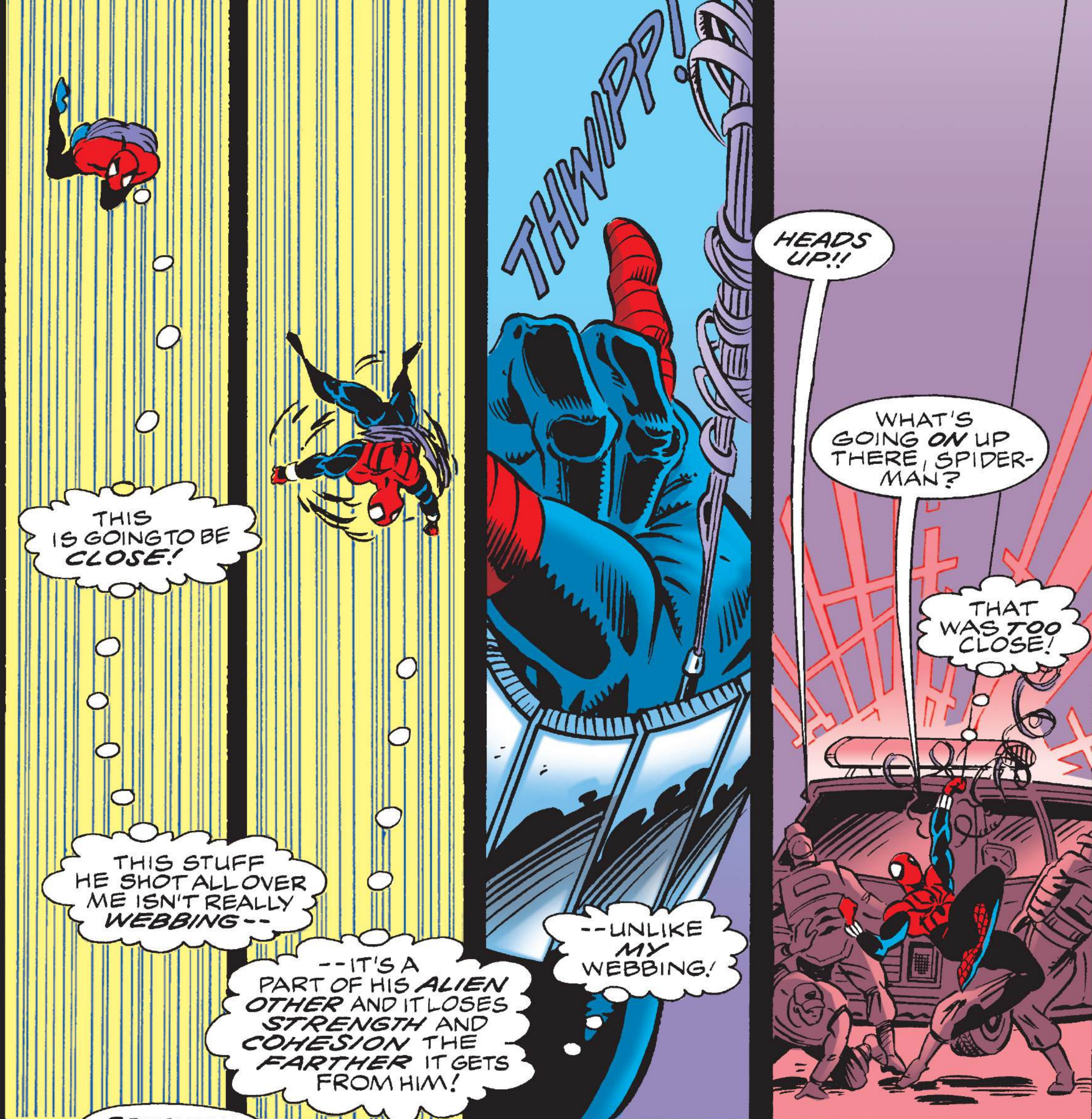
THIS
IS FOR RUINING
MY LIFE, SPIDER-
MAN!

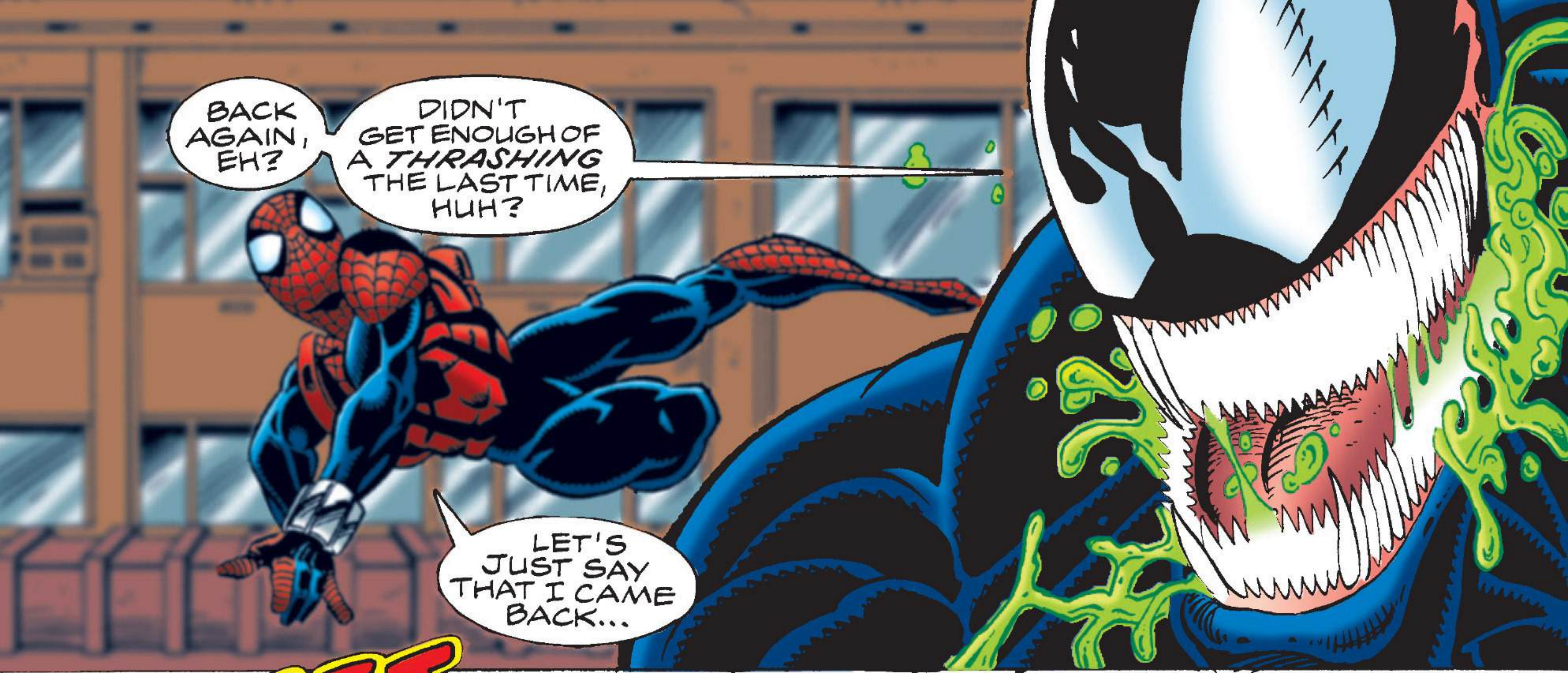
I
MAY NOT
EAT YOUR
BRAINS--

--BUT
THE *WORMS*
CERTAINLY
WILL!

I'LL
BE *BACK*,
VENOM!

I HOPE!

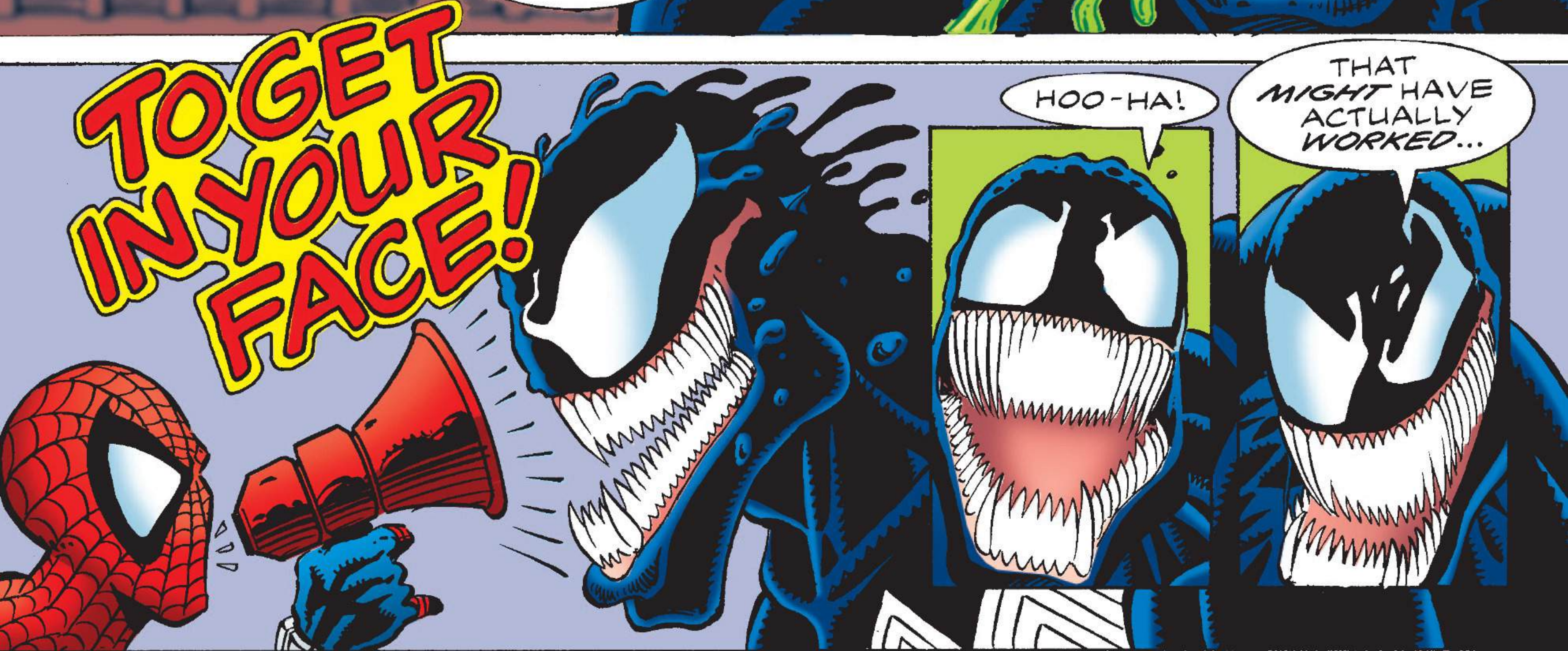




BACK AGAIN, EH?

DIDN'T GET ENOUGH OF A THRASHING THE LAST TIME, HUH?

LET'S JUST SAY THAT I CAME BACK...



TO GET IN YOUR FACE!

HOO-HA!

THAT MIGHT HAVE ACTUALLY WORKED...



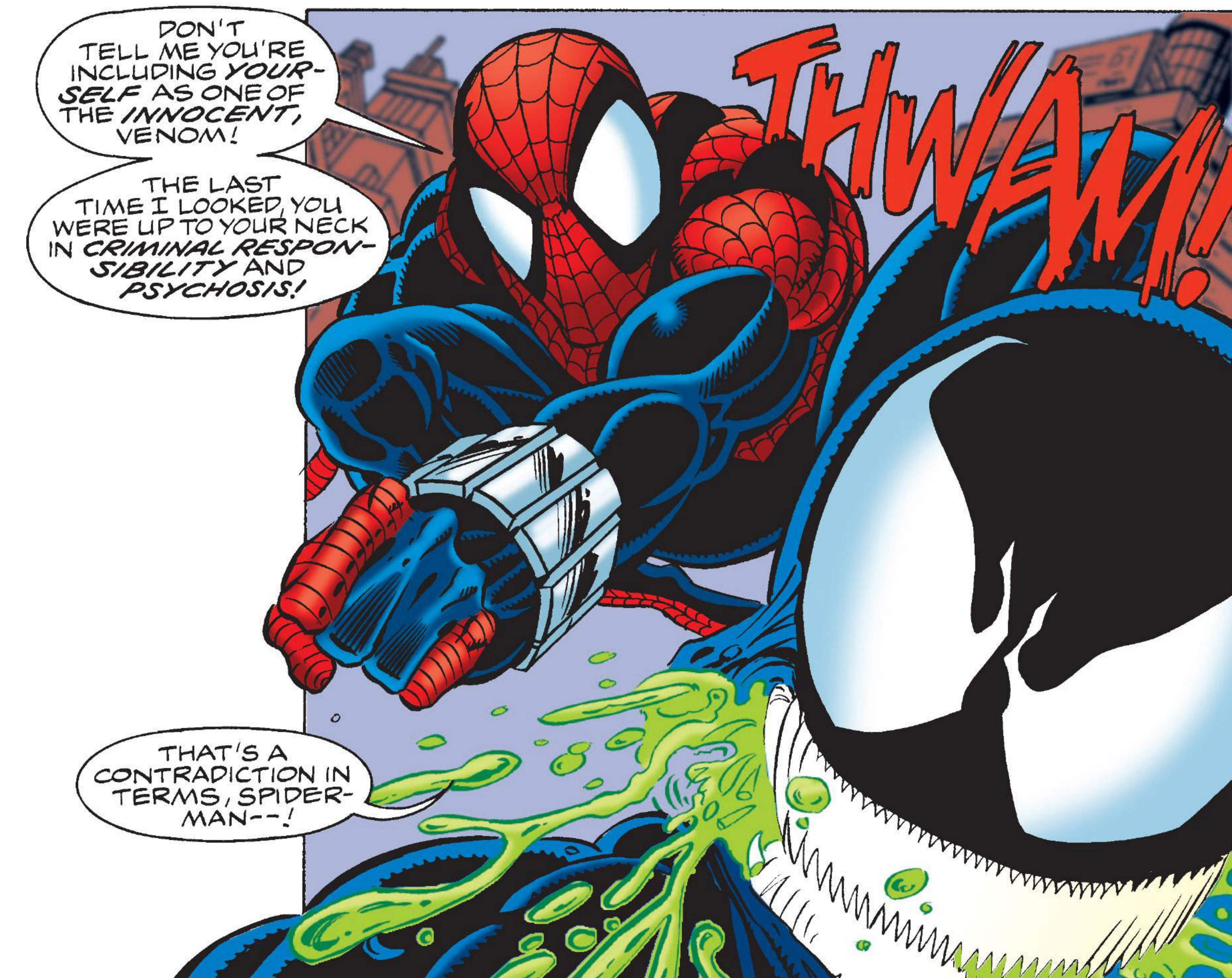
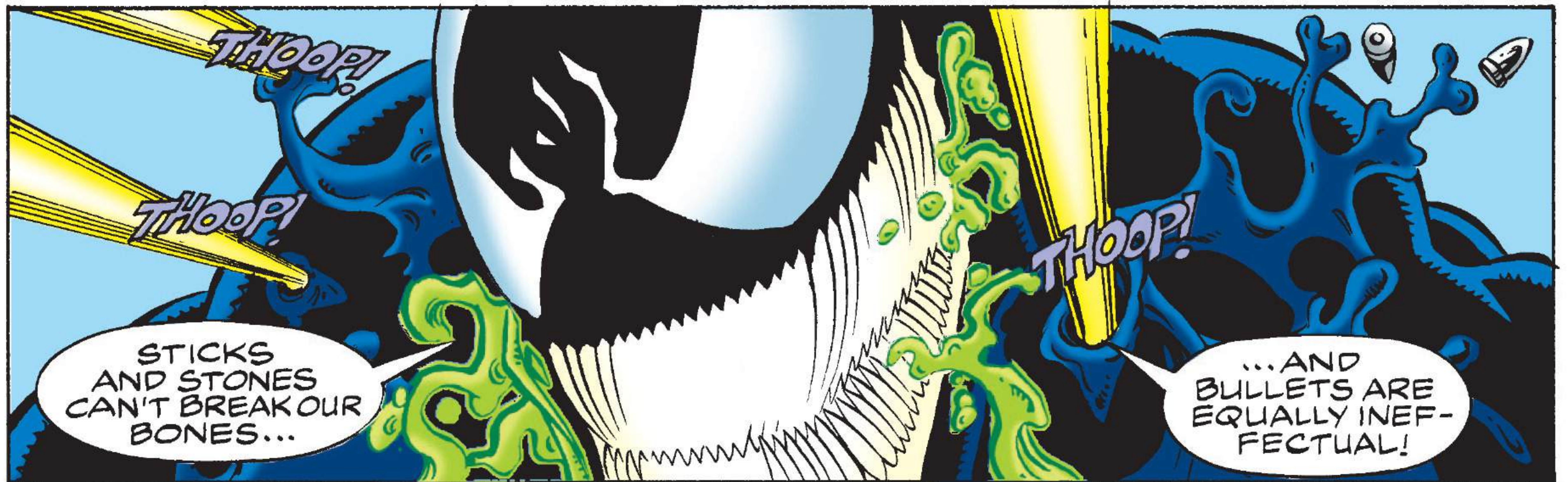
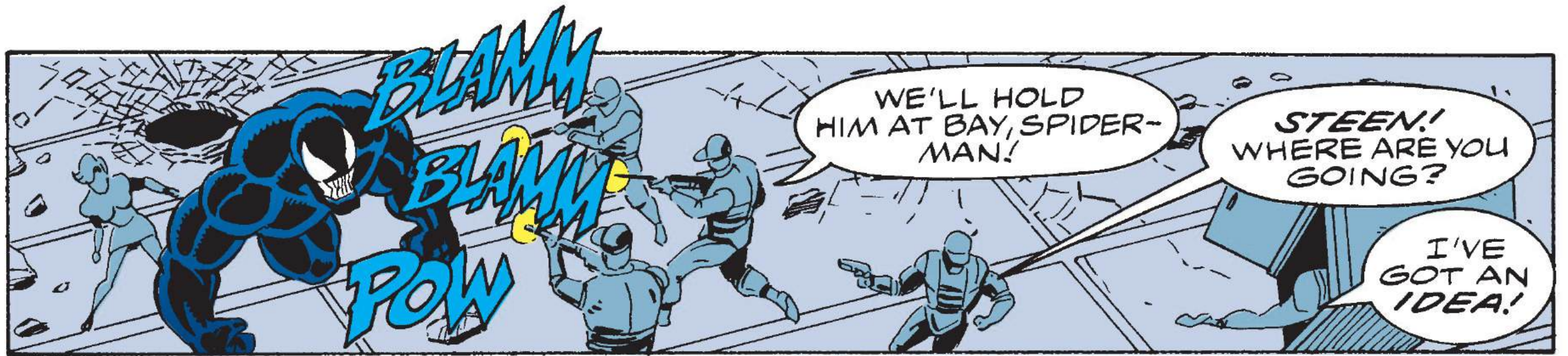
...IF YOUR BATTERY HAD BEEN FULLY CHARGED!



MY OTHER HAS BUILT UP HIS RESISTANCE!

IT TAKES A SONIC BLAST OF MAJOR PROPORTIONS TO STOP OUR CLOCK THESE DAYS!

THOOOM!





IF WE WERE TRULY *INSANE*, WE WOULDN'T BE *COMPETENT* TO STAND TRIAL--

YOU, ON THE OTHER HAND--

WHOMP

--AND WE WOULDN'T BE *RESPONSIBLE!!*

--ARE RESPONSIBLE FOR TERMINATING MY CAREER AS A JOURNALIST!!

00000F!

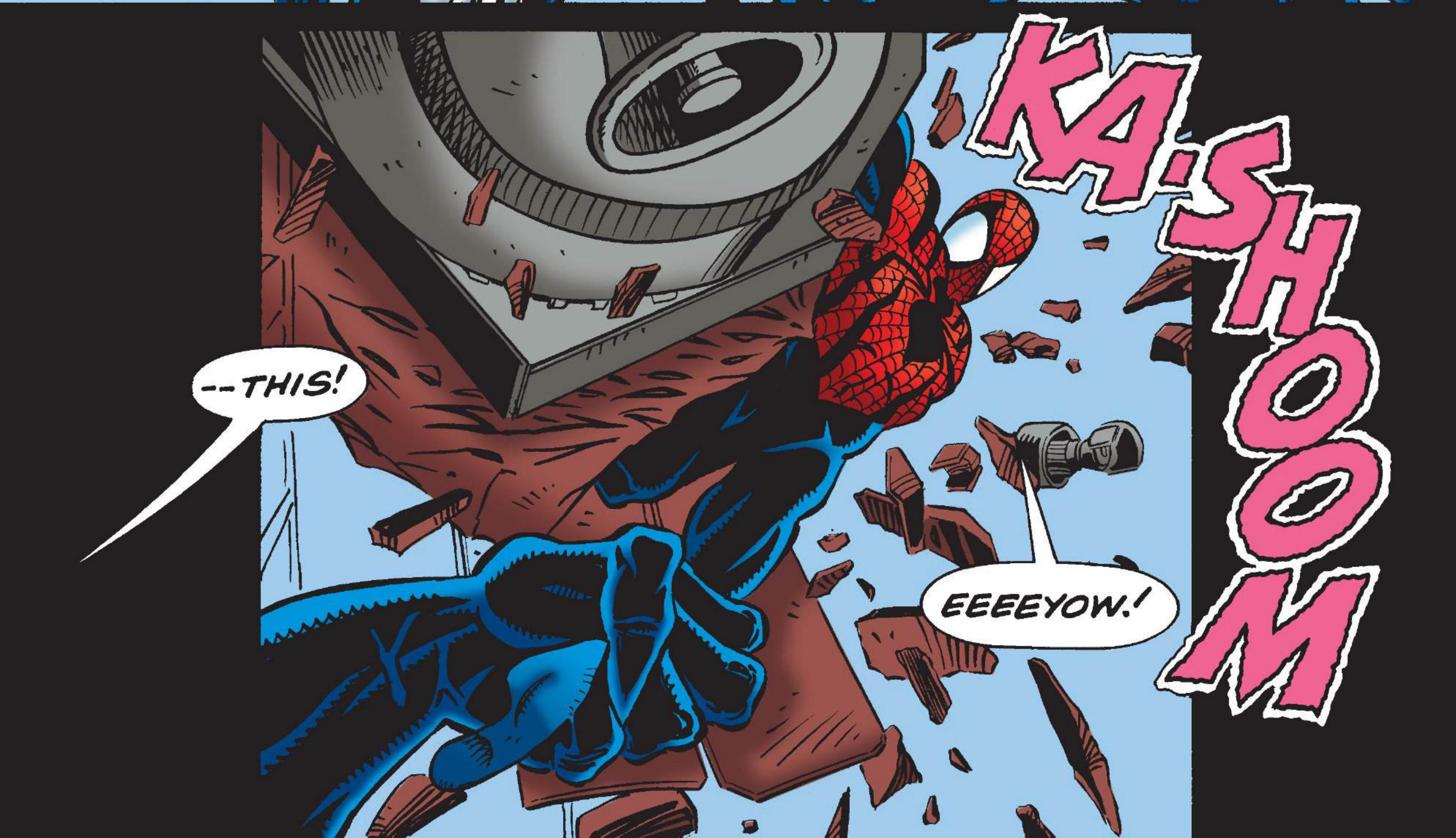
YOU WERE A MENACE AS A REPORTER!

NOT BAD, SPIDER-TWERP-- WE ALMOST *FELT* THAT!

BUT NOT AS MUCH AS *YOU'RE* GOING TO FEEL--



WHAPP



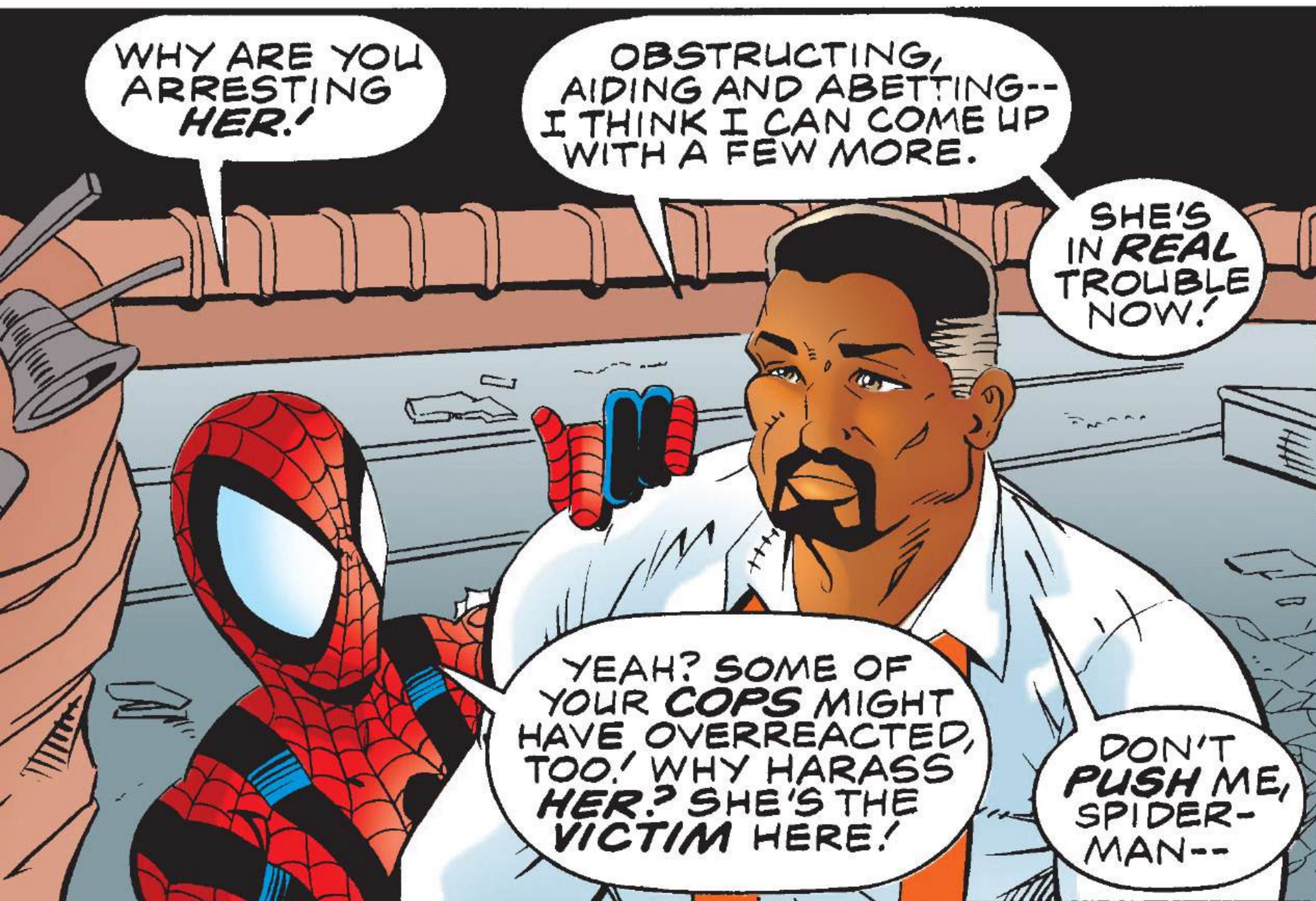
--THIS!

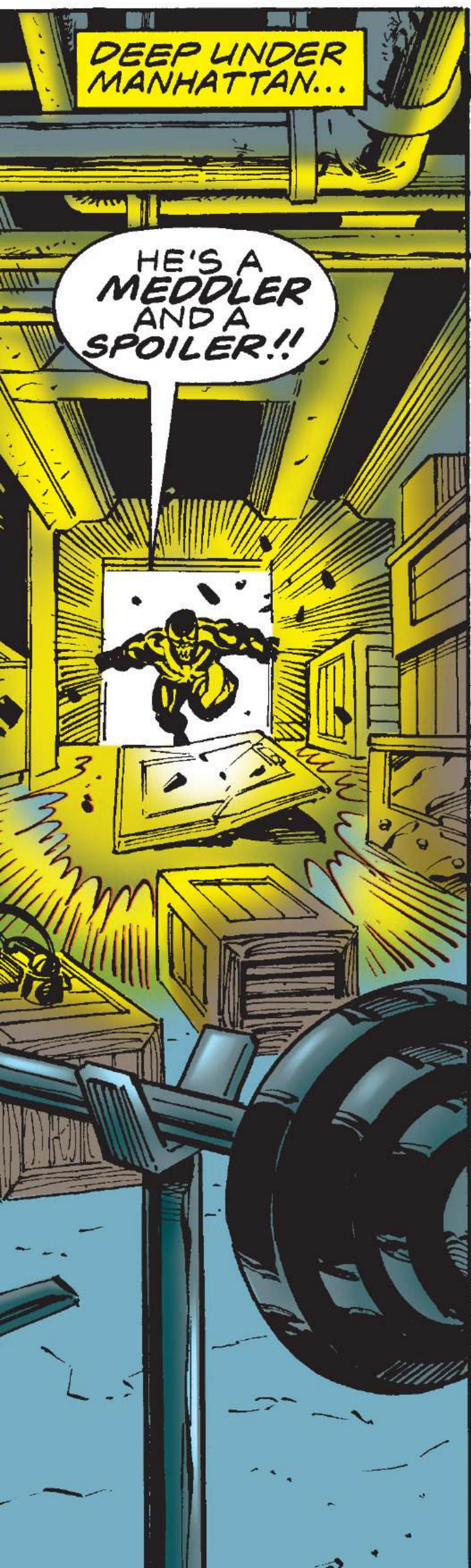
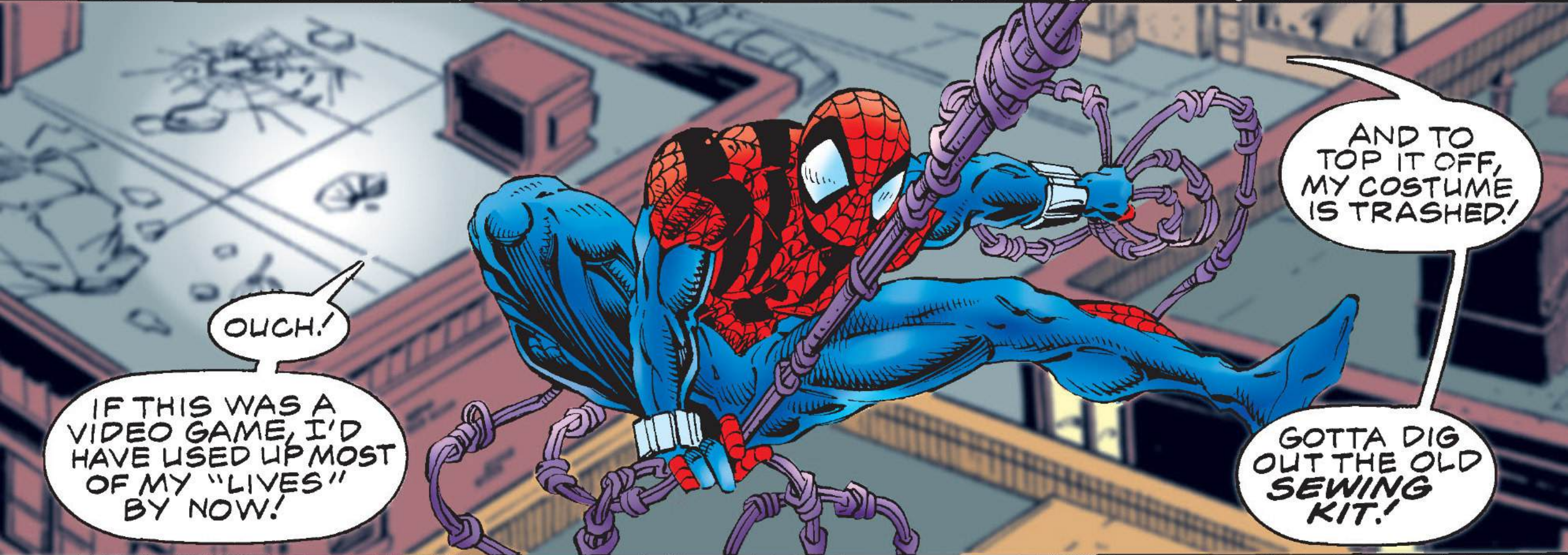
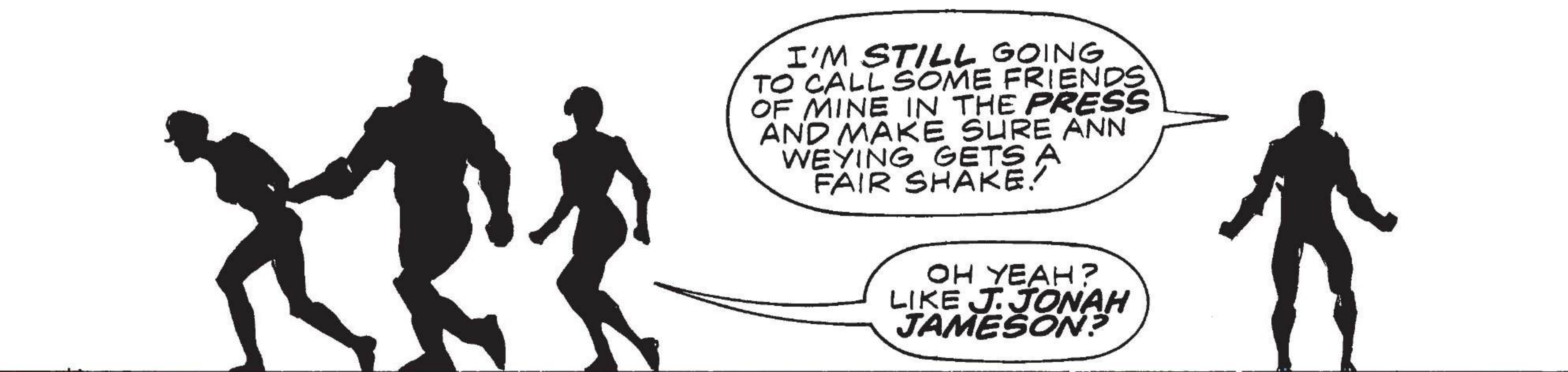
EEEEYOW!

KA-SHOOOM









AT POLICE HEADQUARTERS...

CLARK, I
NEED TO SPEAK
TO YOU IN
PRIVATE!

RIGHT.
HOGARTH, YOU
START THE
PAPERWORK.

BOOKING HER ON
OBSTRUCTING AND
ABETTING, RIGHT?

YOU
GOTTA
SIGN IT,
CLARK.

GIMME A
MINUTE.

CLARK
&
STEEN

I'M A
LITTLE
STEAMED.

I HAD TO
BACK YOUR PLAY
FOR POLICE
SOLIDARITY, BUT
I WANT TO KNOW
WHY YOU'RE
RUNNING THIS
TRIP ON WEYING!

I WANT
TO NAIL
VENOM--

--AND ANN WEYING
IS THE **KEY** TO THAT!

THIS TIME, WE
WEREN'T PREPARED--
BUT I'VE ALREADY
PUT IN A CALL TO
RAVENCROFT AND **DR.
KAFKA** IS SENDING
DOWN SOME SPECIAL
EQUIPMENT!

I WANT TO BE
CHIEF SOMEDAY, AND
THE CREDIT FOR
BAGGING VENOM
WILL GO A LONG WAY
TOWARDS THAT GOAL!

WHAT ABOUT MY
PHONE CALL! I AM
ENTITLED TO ONE!

I DON'T KNOW IF
THE LAND-LINES HAVE
BEEN RECONNECTED,
BUT I'LL FIND OUT
FOR YOU...

106 GREEN
107 BERG
208 JOE
209 ROD
371 SUE
210 TONY

IN VENOM'S
HIDEOUT...

HE'S A
MENACE!

WE'D BE
DOING THE
REST OF THE
WORLD A FAVOR!
WE'D BE--

BRIING

I KNOW THIS NUMBER--
AND A LOT OF OTHER THINGS
FROM WHEN WE WERE
MELED THROUGH YOUR
OTHER.*

* LAST ISSUE.
--TOM

WHA--?

NOBODY
HAS THIS
NUMBER!!

UNLESS IT IS A
REAL CALL FOR THE
SWITCHING TERMINAL
FOR THE SUBWAY
SYSTEM, WHICH IS
THE LINE WE
TAPPED INTO--

BUT WE CHOSE
THAT LINE BECAUSE
THAT WHOLE SECTION
HAD BEEN CLOSED
DOWN!! WHO--??

I'M UNDER ARREST AND IN
TROUBLE, BUT I WANT YOU TO
PROMISE ME THAT YOU WON'T
COME DOWN HERE AND BUST
ME OUT AGAIN!!

EDDIE?
THIS IS
ANN--

HEADS
UP! IT'S
THE FOURTH
ESTATE!



TRISH TILBY
JUST SHOWED
UP WITH HER
CAMERA CREW!

SOME APPLE-
POLISHING BRASS-
HAT WALTZED 'EM
IN RIGHT THROUGH
THE FRONT DOOR!



TURN THAT CAMERA OFF!
WHO GAVE YOU PERMIS-
SION TO SHOOT IN HERE?

WHAT HAVE
YOU GOT TO
HIDE,
DETECTIVE
STEEN?

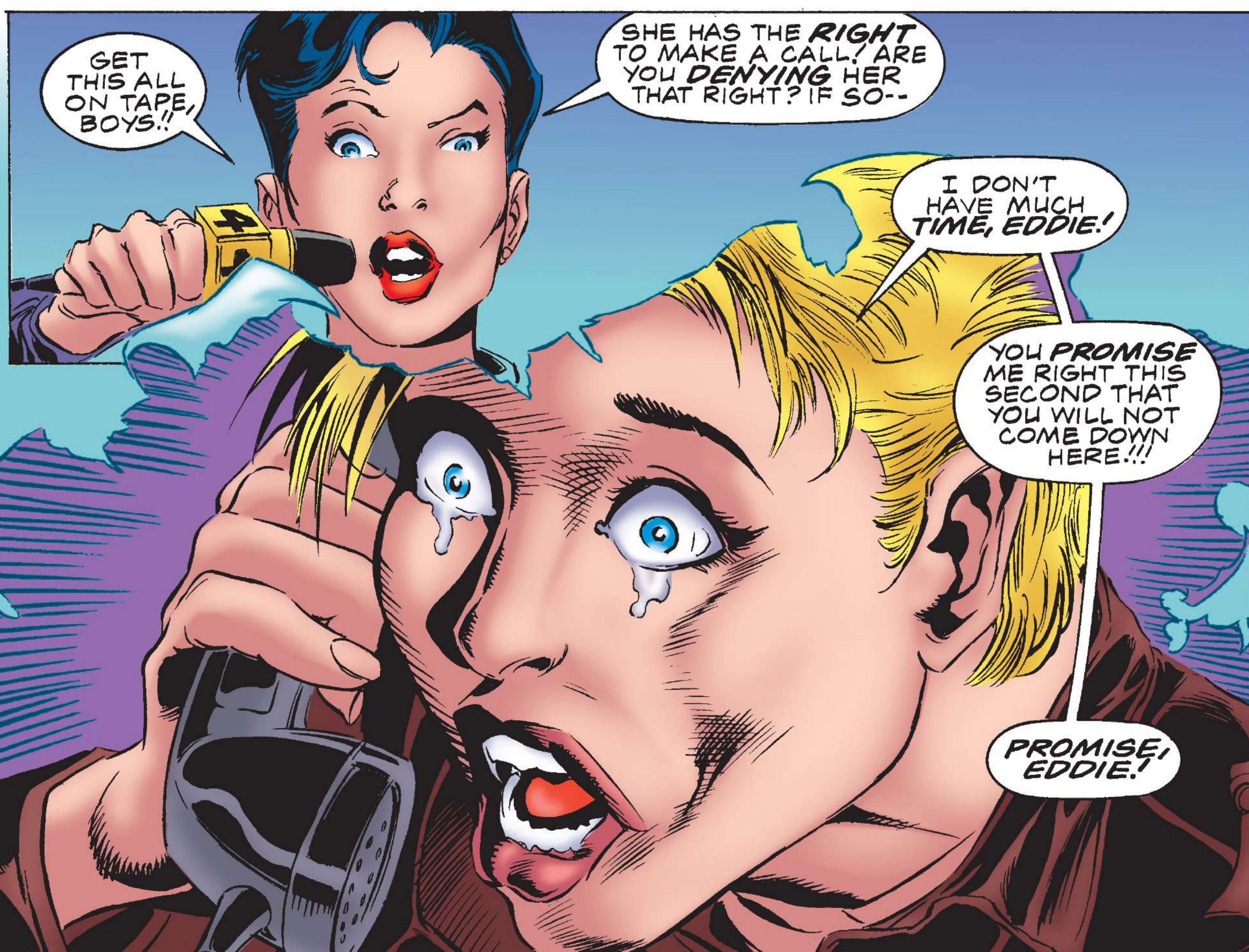
DON'T THE
PEOPLE HAVE A
RIGHT TO KNOW
THE FACTS?



WHAT?

WHO LET
WEYING MAKE
A PHONE
CALL?!

GET HER
AWAY FROM
THAT
PHONE!!



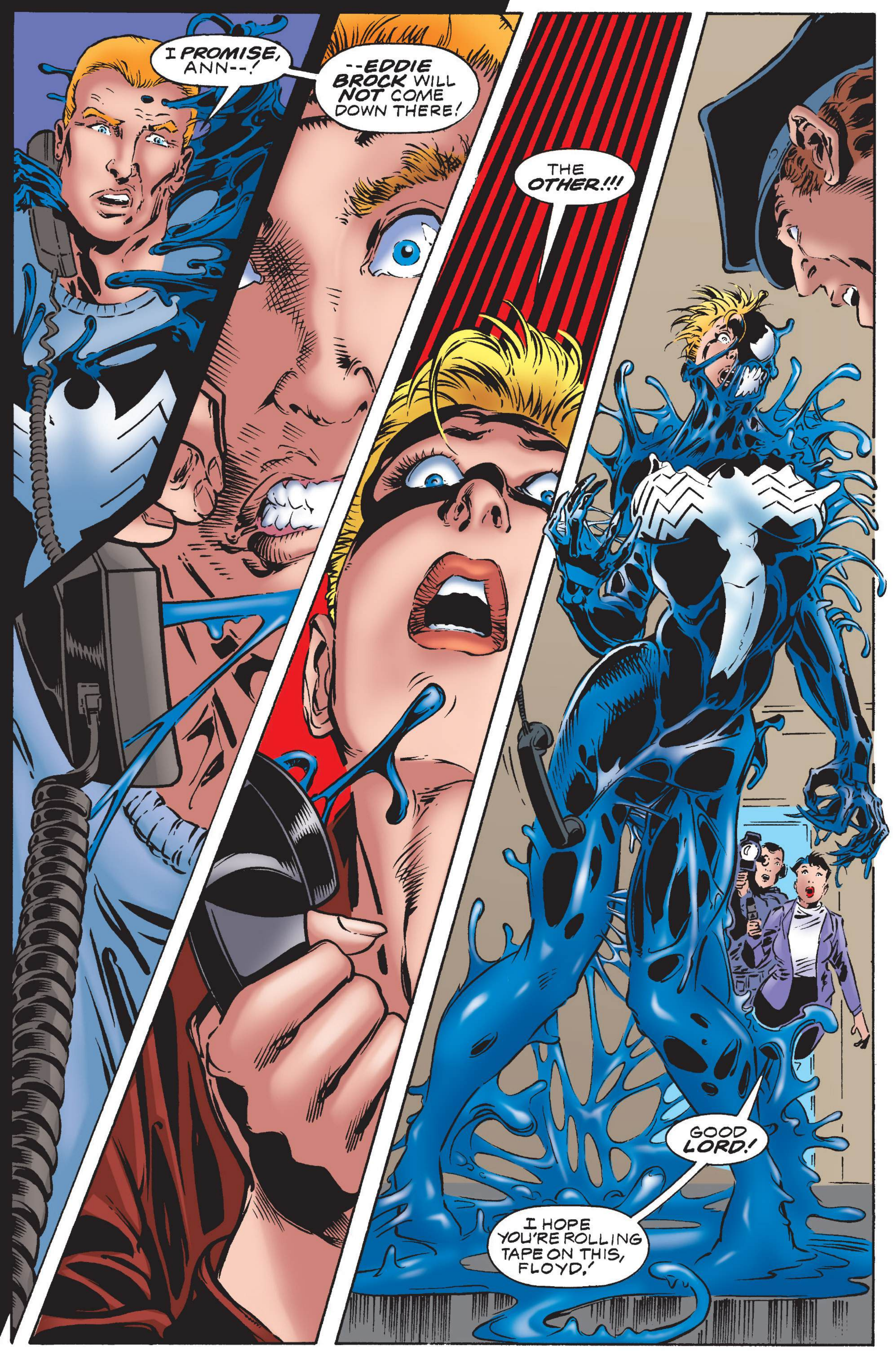
GET
THIS ALL
ON TAPE,
BOYS!!

SHE HAS THE **RIGHT**
TO MAKE A CALL! ARE
YOU **DENYING** HER
THAT RIGHT? IF SO--

I DON'T
HAVE MUCH
TIME, EDDIE!

YOU **PROMISE**
ME RIGHT THIS
SECOND THAT
YOU WILL NOT
COME DOWN
HERE!!!

PROMISE,
EDDIE!



I PROMISE,
ANN--!

--EDDIE
BROCK WILL
NOT COME
DOWN THERE!

THE
OTHER!!!

GOOD
LORD!

I HOPE
YOU'RE ROLLING
TAPE ON THIS,
FLOYD!

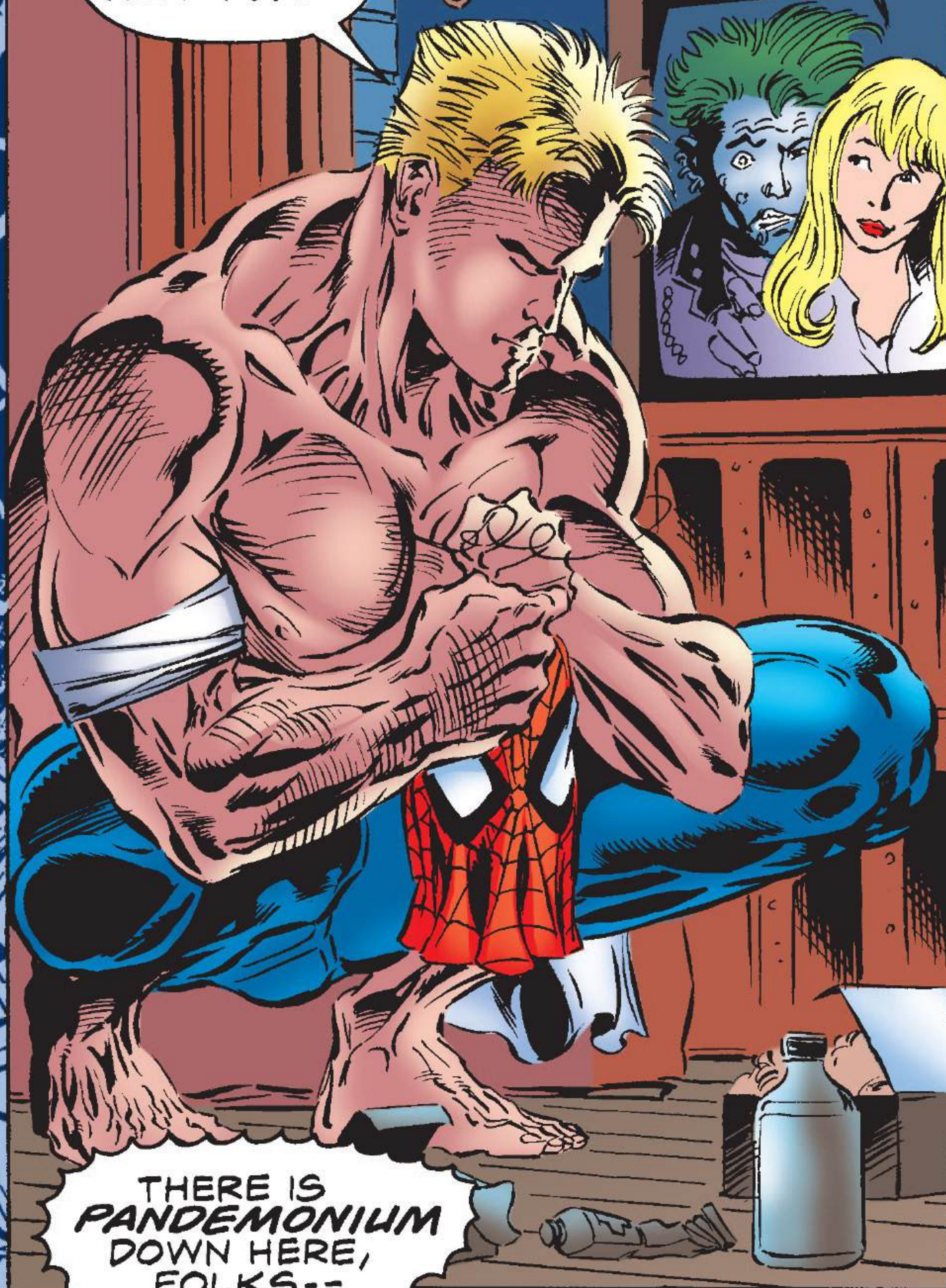
MEANWHILE,
DOWNTOWN...

I, LIKE, KNOW
WE'RE LIKE FROM
TWO DIFFERENT WORLDS,
BUT, LIKE, WHAT
DIFFERENCE DOES IT
LIKE MAKE IF, LIKE,
WE'RE IN LOVE,
YOU KNOW?

I CAN REMEMBER
HAVING TO DO THIS
UP IN THE ATTIC
AT AUNT MAY'S
HOUSE.

IT SEEMS
LIKE ONLY
YESTERDAY--

MAYBE IF
YOU CHANGED
YOUR NAME
FROM DOG
VOMIT--



THERE IS
PANDEMONIUM
DOWN HERE,
FOLKS--

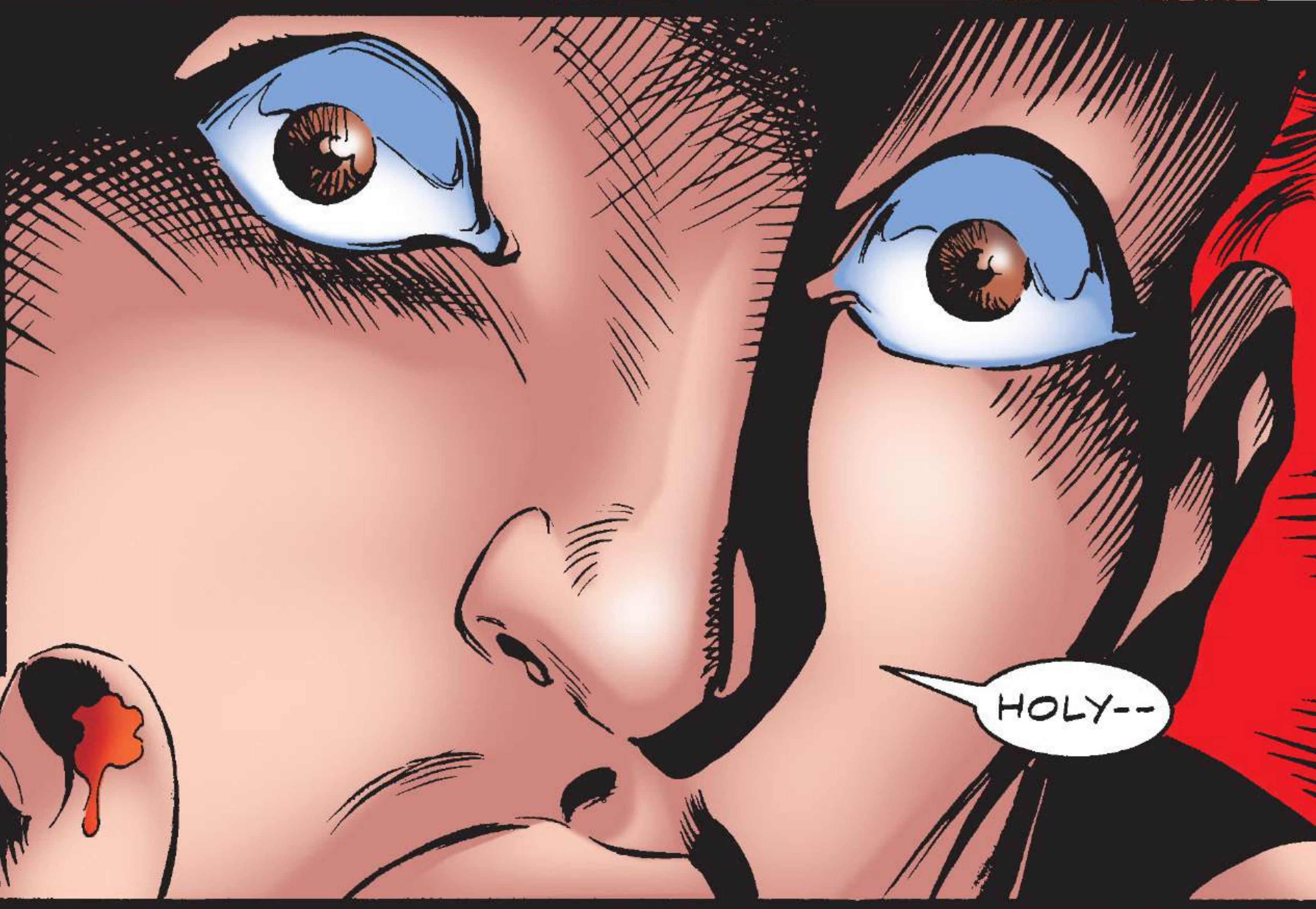


OUCH!

I NEVER
DID GET THE
HANG OF
THIS!

VENOM SURE
HAS IT EASY,
HAVING AN
ALIEN SYMBIOTE
FOR A
COSTUME!

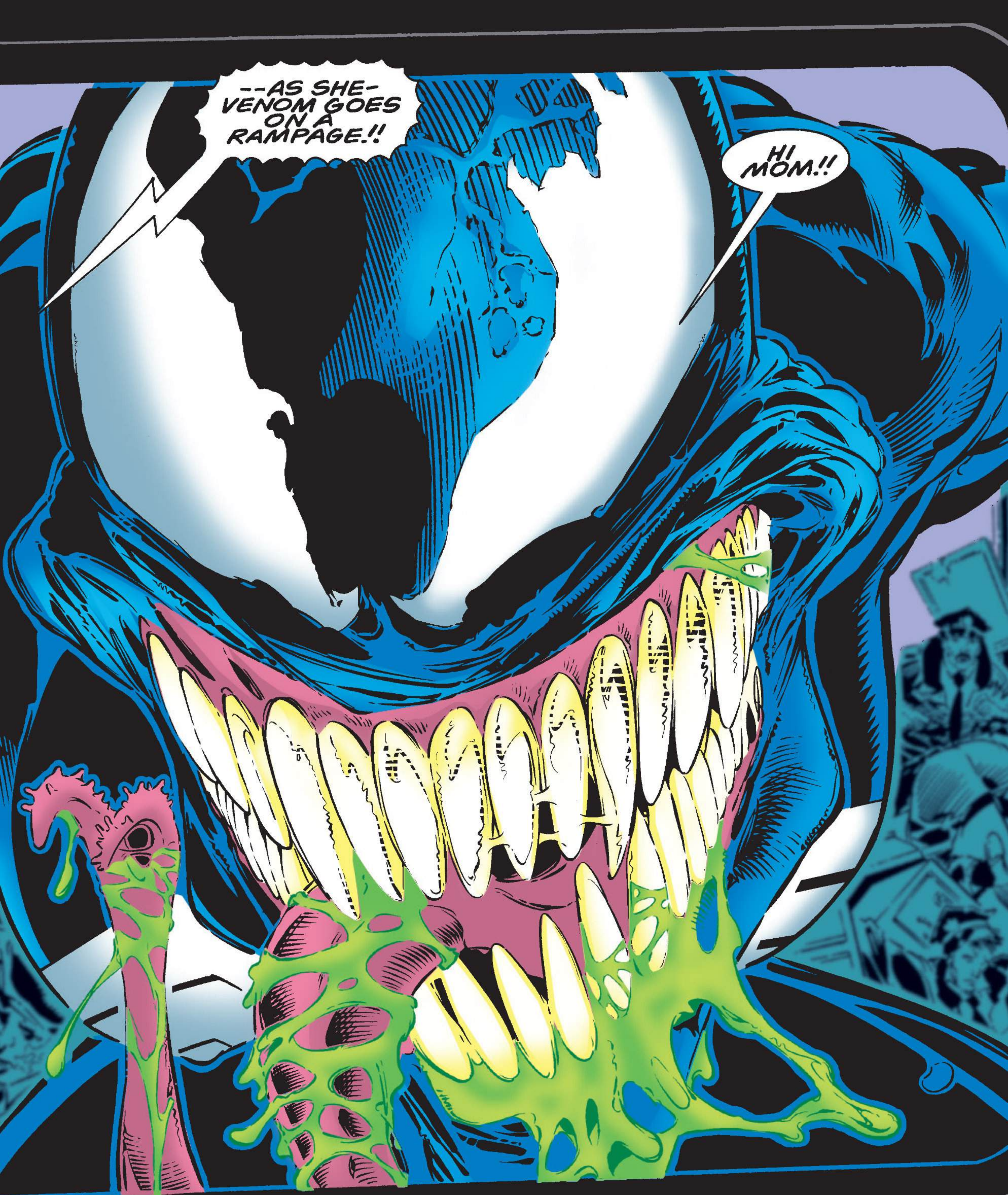
WE INTERRUPT
THIS EPISODE
OF EAST
VILLAGE 10003
TO BRING YOU
THIS SPECIAL
NEWS FLASH
LIVE FROM
POLICE
HEADQUAR-
TERS!!



HOLY--

--AS SHE-
VENOM GOES
ON A
RAMPAGE!!

HI
MOM!!





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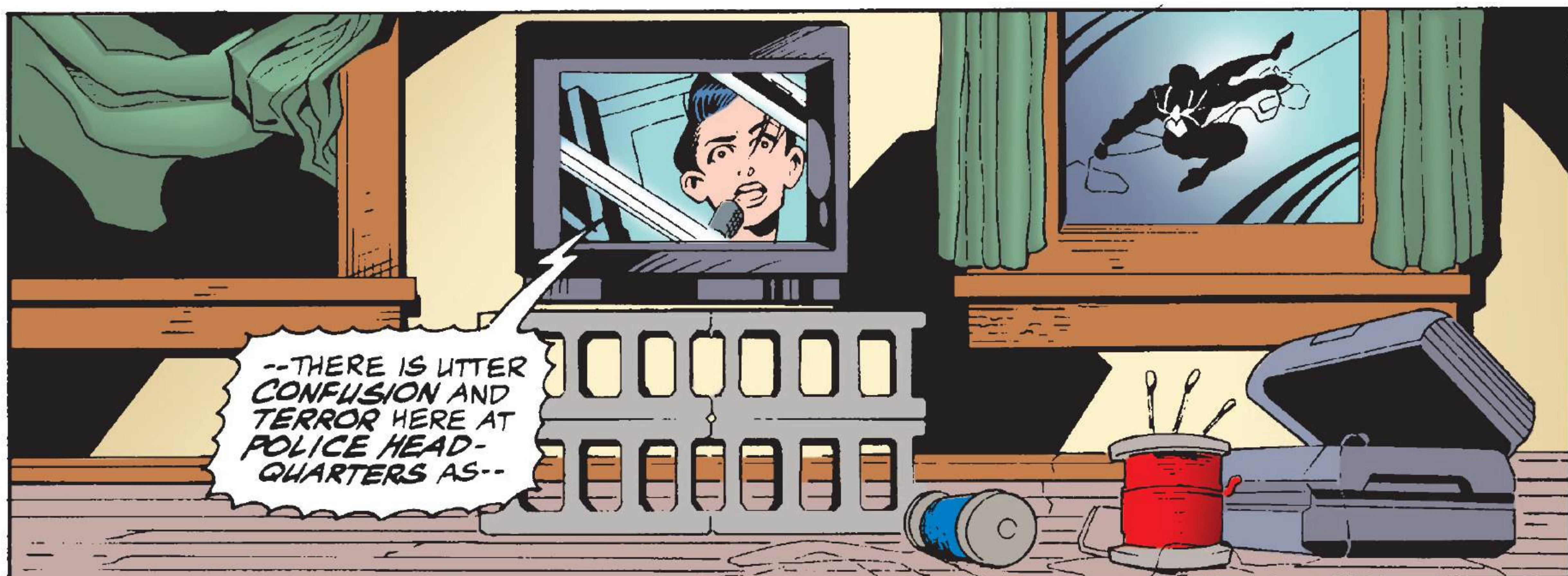
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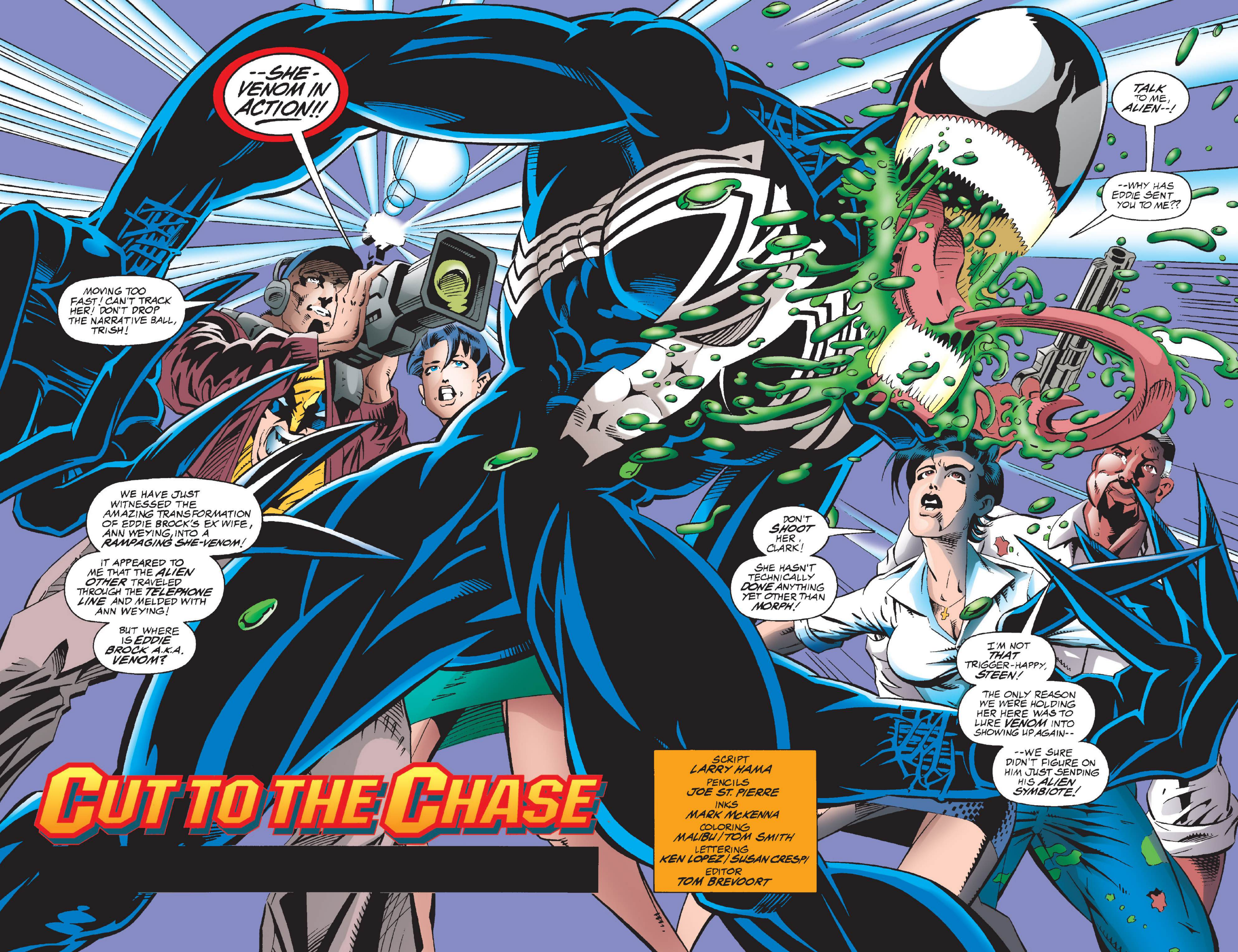
VENOM

ALONG CAME A SPIDER...



ST. PIERRE
1. V. X
BONGOTONZ





--SHE-
VENOM IN
ACTION!!

MOVING TOO
FAST! CAN'T TRACK
HER! DON'T DROP
THE NARRATIVE BALL,
TRISH!

WE HAVE JUST
WITNESSED THE
AMAZING TRANSFORMATION
OF EDDIE BROCK'S EX WIFE,
ANN WEYING, INTO A
RAMPAGING SHE-VENOM!

IT APPEARED TO
ME THAT THE **ALIEN**
OTHER TRAVELED
THROUGH THE **TELEPHONE**
LINE AND MELDED WITH
ANN WEYING!

BUT WHERE
IS **EDDIE**
BROCK A.K.A.
VENOM?

TALK
TO ME,
ALIEN--!

--WHY HAS
EDDIE SENT
YOU TO ME??

DON'T
SHOOT
HER,
CLARK!

SHE HASN'T
TECHNICALLY
DONE ANYTHING
YET OTHER THAN
MORPH!

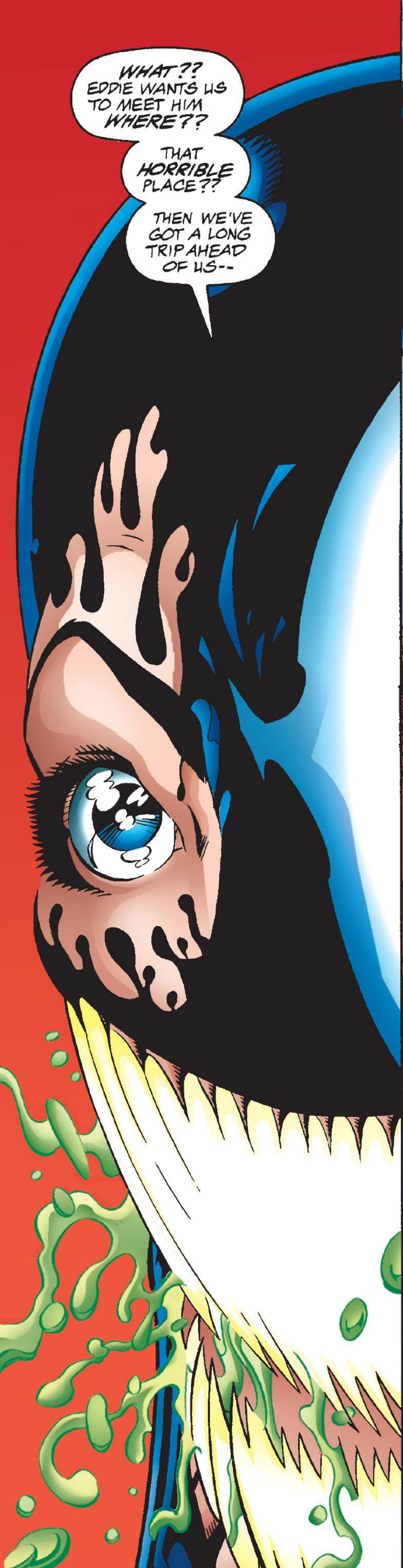
I'M NOT
THAT
TRIGGER-HAPPY,
STEEN!

THE ONLY REASON
WE WERE HOLDING
HER HERE WAS TO
LURE **VENOM** INTO
SHOWING UP AGAIN--

--WE SURE
DIDN'T FIGURE ON
HIM JUST SENDING
HIS **ALIEN**
SYMBIOTE!

CUT TO THE CHASE

SCRIPT
LARRY HAMA
PENCILS
JOE ST. PIERRE
INKS
MARK MCKENNA
COLORING
MALIBU/TOM SMITH
LETTERING
KEN LOPEZ/SUSAN CRESPI
EDITOR
TOM BREVDORT



WHAT??
EDDIE WANTS US
TO MEET HIM
WHERE??

THAT
HORRIBLE
PLACE??

THEN WE'VE
GOT A LONG
TRIP AHEAD
OF US--



--SO WE
HAD BETTER
BE ON OUR
WAY!

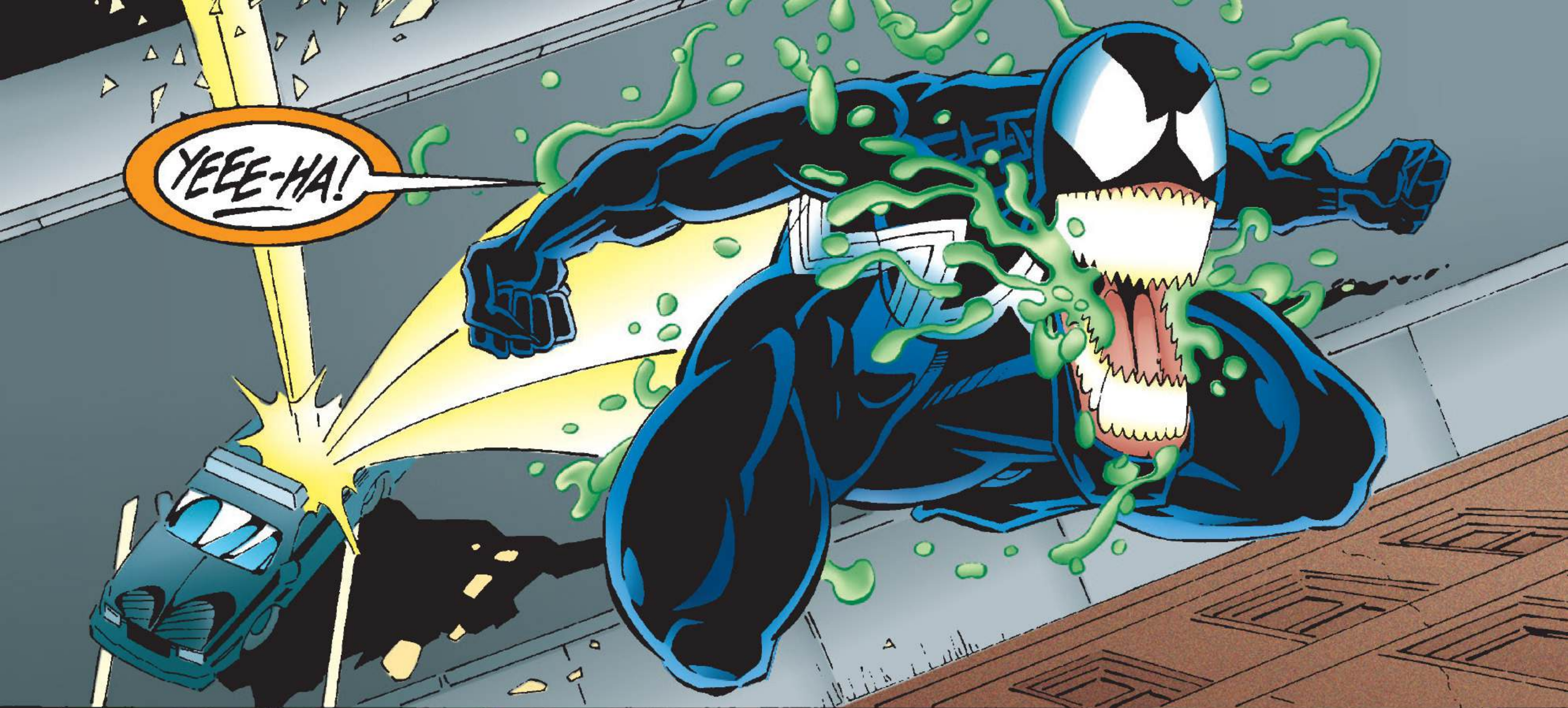
LOOK OUT! SHE'S
SOMERSAULTING
TOWARDS THE
WINDOW!



YOU LET
HER GET
AWAY,
CLARK!!

KEE-RASH!

I DID, HUH?
I DIDN'T SEE
YOU THROWING
YOURSELF IN
FRONT OF THE
WINDOW,
STEEN!



MEANWHILE, DEEP
UNDER THE STREETS
OF MANHATTAN...

WHEW! THIS
IS SOME HEAVY
SLOGGING WITHOUT
MY *OTHER*!

I'LL NEVER
MAKE IT TO MY
RENDEZVOUS WITH
ANN AT THIS
RATE!

I'D MAKE
BETTER TIME
UPON THE
STREET.



HEY, YOU
KREZZY OR
SOMPTHINK?

JUST
WHAT I
NEED!

I'M GOING TO
BROOKLYN--

HEY, YOU
SMELLINK
LIKE
SEWER!

YOU BETTAH
TIP RILL
GOOT!

IN LOWER
MANHATTAN...

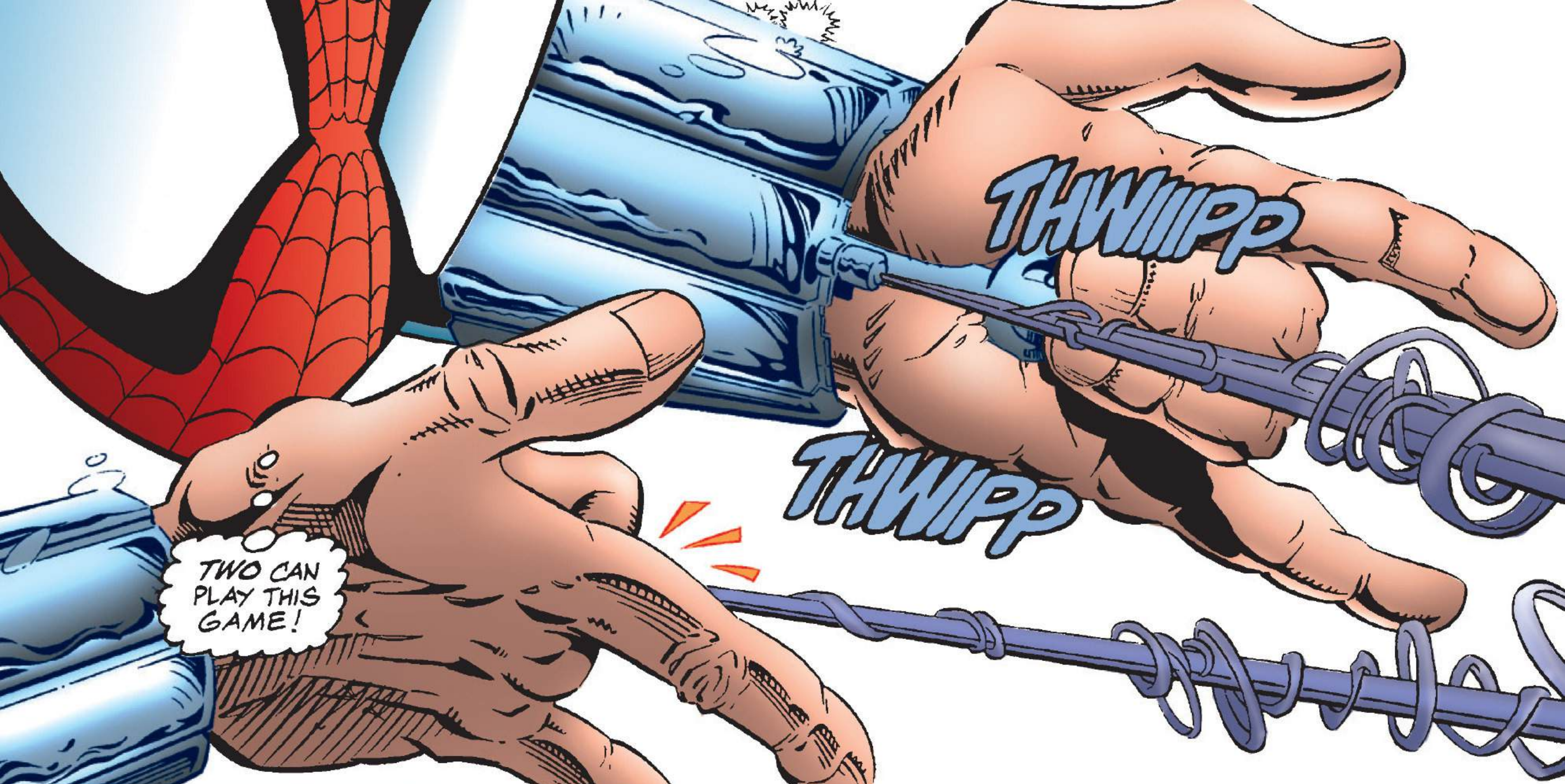
--WHOA!!
SPIDER-SENSE
IS PICKING UP
DECIDEDLY VENOM-
LIKE VIBES--

IT MUST BE EDDIE BROCK'S
ALIEN OTHER THAT HAS
SOMEHOW MELDED WITH
ANN WEYING AND--

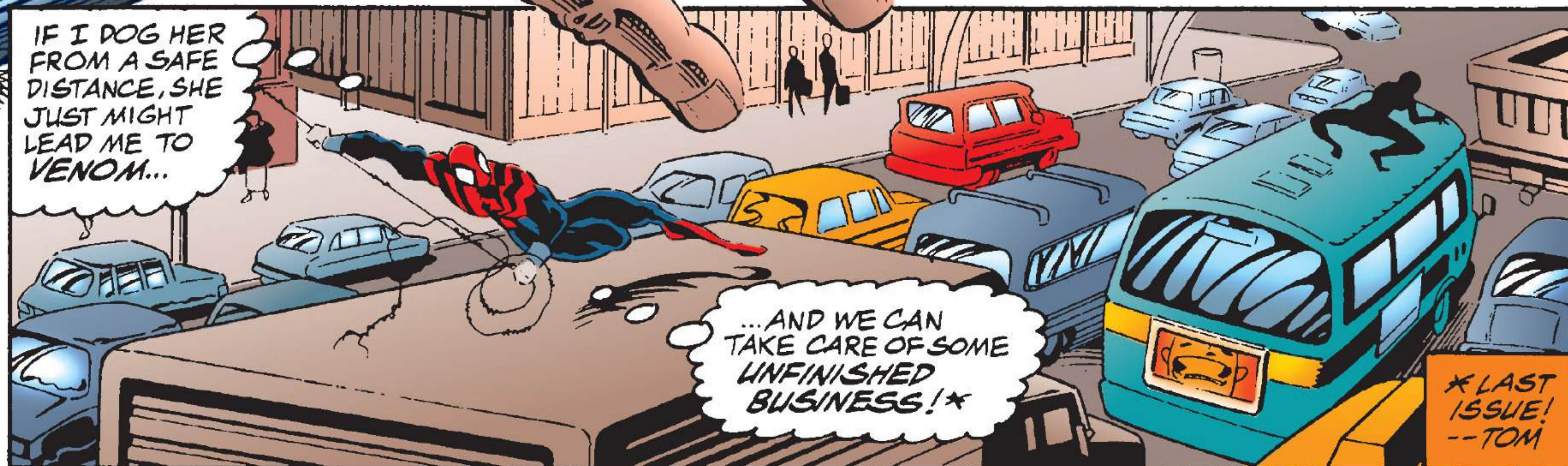
--BUT NOT IN
THE DIRECTION
OF POLICE
HEADQUARTERS!

THERE
SHE IS!

SHE'S HITCHING
A RIDE ON TOP
OF A BUS!



TWO CAN
PLAY THIS
GAME!



IF I DOG HER
FROM A SAFE
DISTANCE, SHE
JUST MIGHT
LEAD ME TO
VENOM...

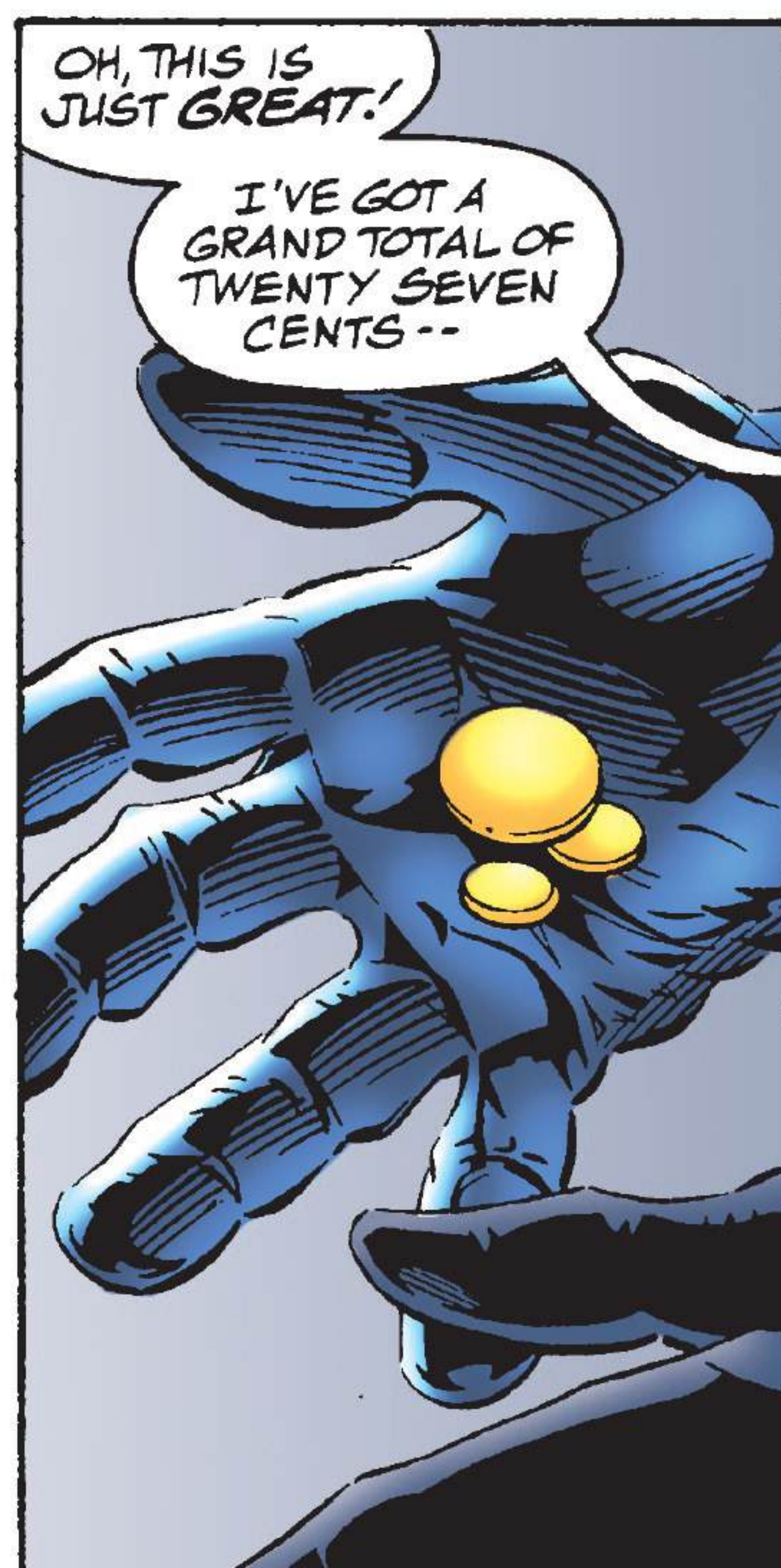
...AND WE CAN
TAKE CARE OF SOME
UNFINISHED
BUSINESS! *

*LAST
ISSUE!
--TOM



AT THE BROOKLYN
BATTERY TUNNEL...

PESSINGER ISS
PAYINK TOLLS IN
EDVENCE!! FOH
DOLLAH!!



OH, THIS IS
JUST GREAT!

I'VE GOT A
GRAND TOTAL OF
TWENTY SEVEN
CENTS --



--LOOK, YOU'RE GOING
TO HAVE TO TRUST ME
UNTIL WE GET TO--

NYET
MONEY??



MILITIA!
POLICE-
MENS!!



I CAN EXPLAIN EVERYTHING, OFFICER--

JUST KEEP YER MEAT-HOOKS WHERE I CAN SEE 'EM AND STEP OUT OF THE CAB, SIR.

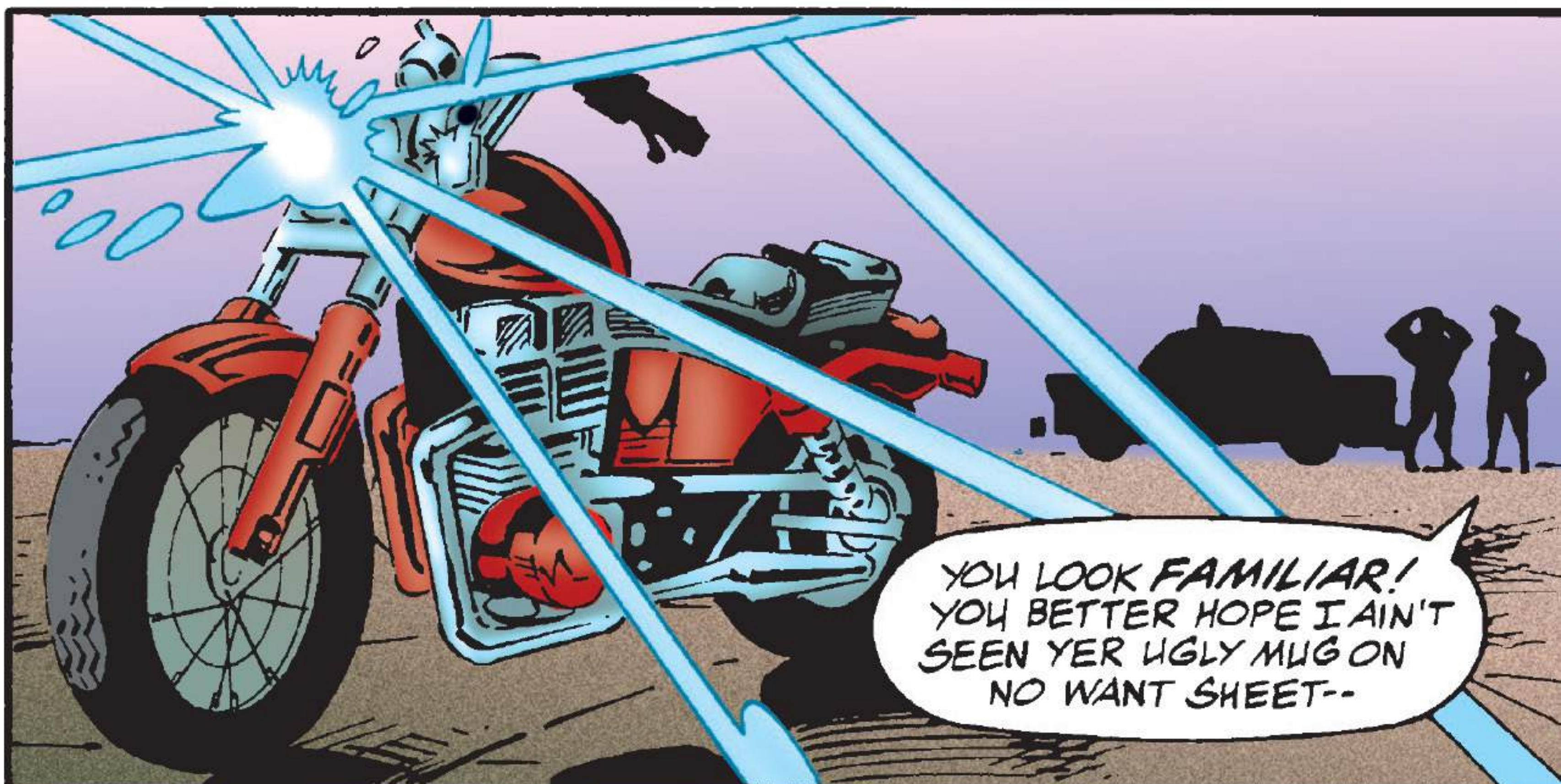
GRUBYK BANDITOV!

SURE, OFFICER. NO PROBLEM--



LORD! YOU BEEN TROLLING THE SEWERS OR WHAT?

ACTUALLY--

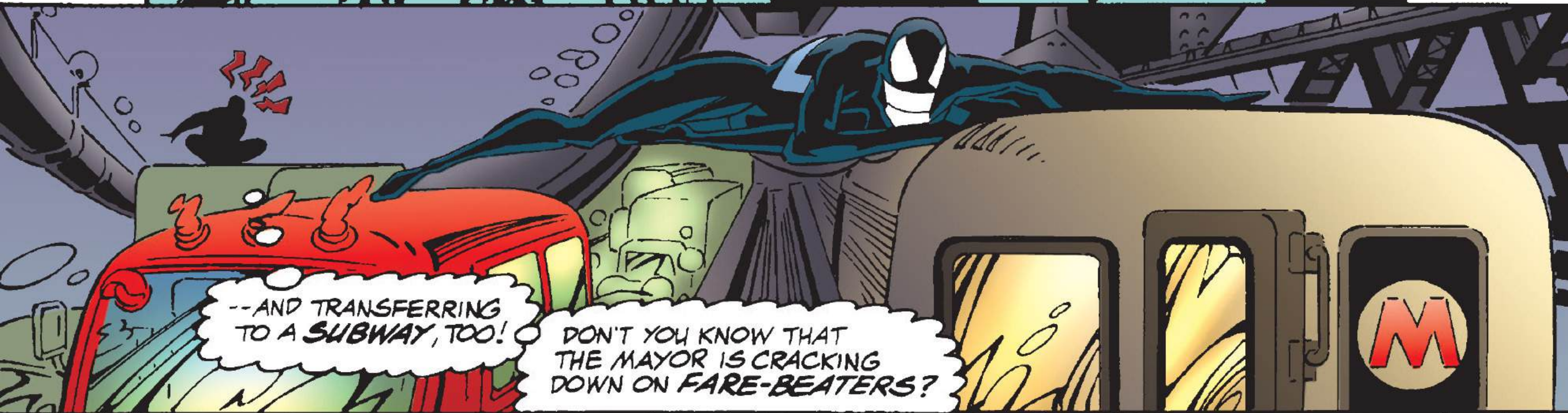


YOU LOOK FAMILIAR! YOU BETTER HOPE I AIN'T SEEN YER UGLY MUG ON NO WANT SHEET--

AT THE WILLIAMSBURG BRIDGE...



GOING TO BROOKLYN, ARE YOU--?

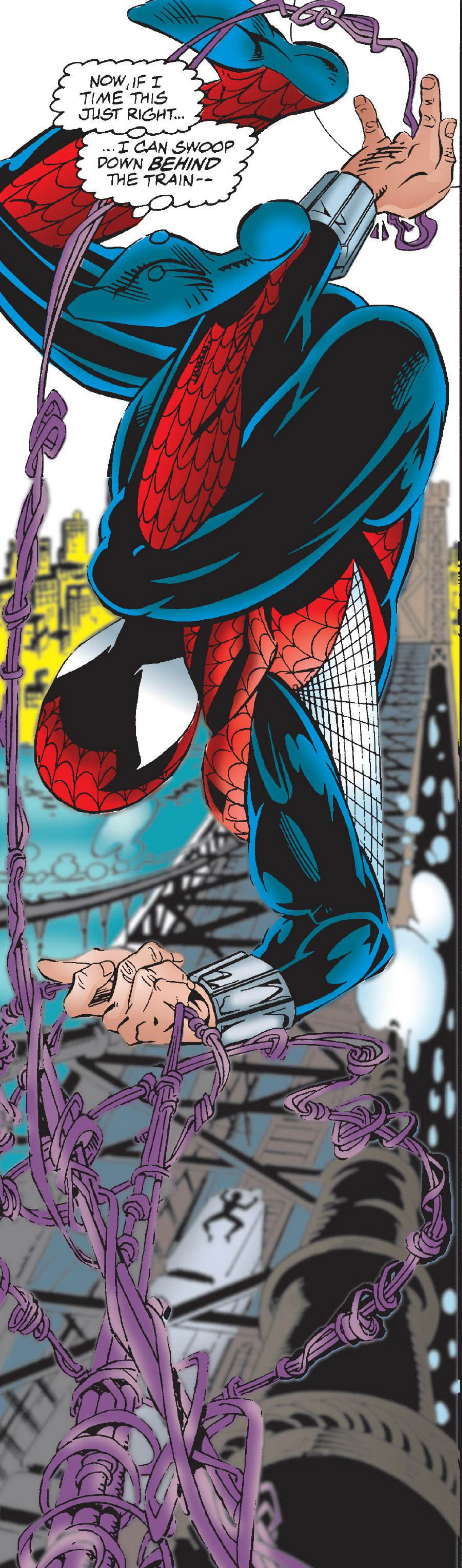


--AND TRANSFERRING TO A SUBWAY, TOO!

DON'T YOU KNOW THAT THE MAYOR IS CRACKING DOWN ON FARE-BEATERS?

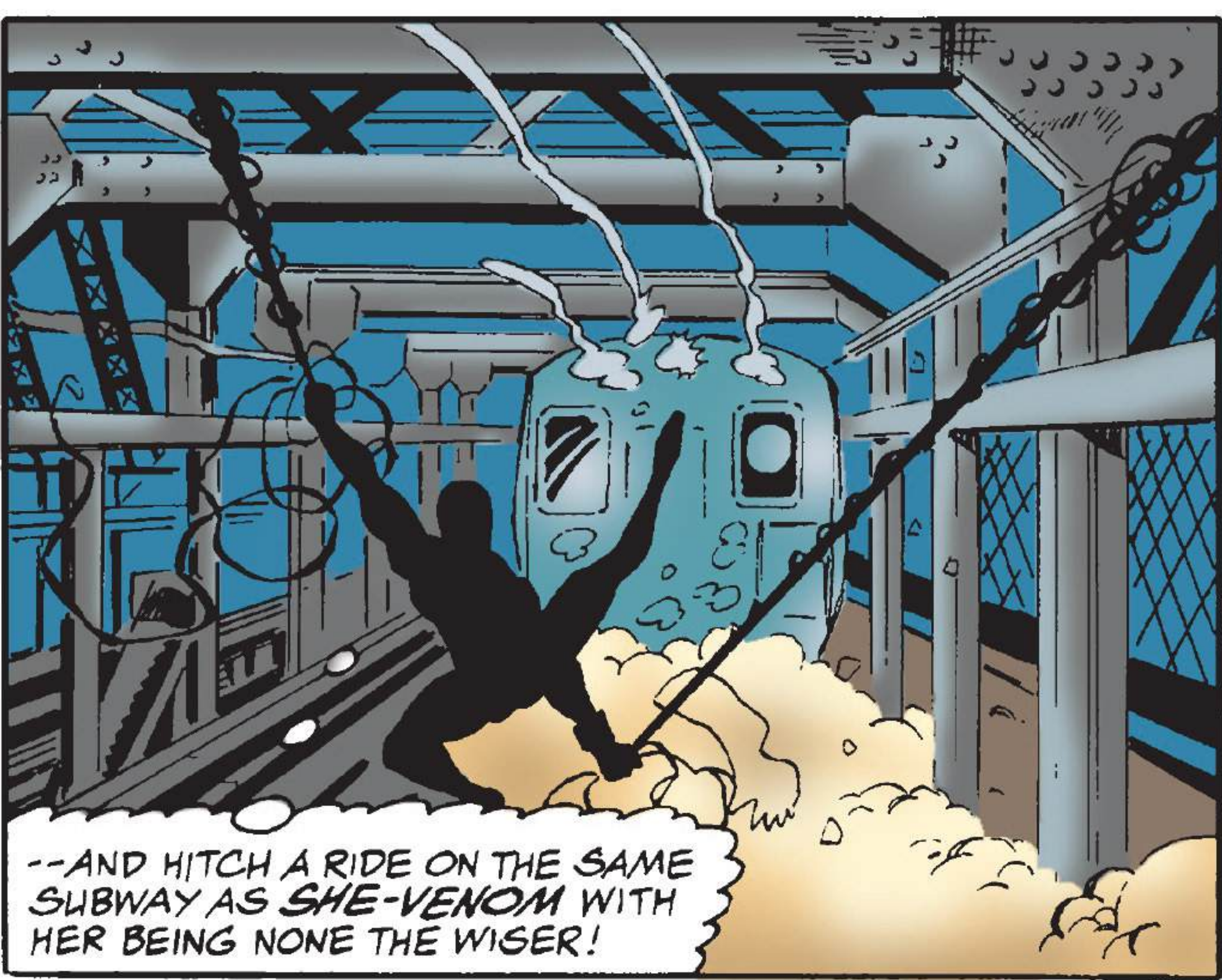
AH WELL--AT LEAST HE LEAVES THE COSTUMED VILLAINS, MUTANT WACKOS AND ALIEN SYMBIOTES TO ME!



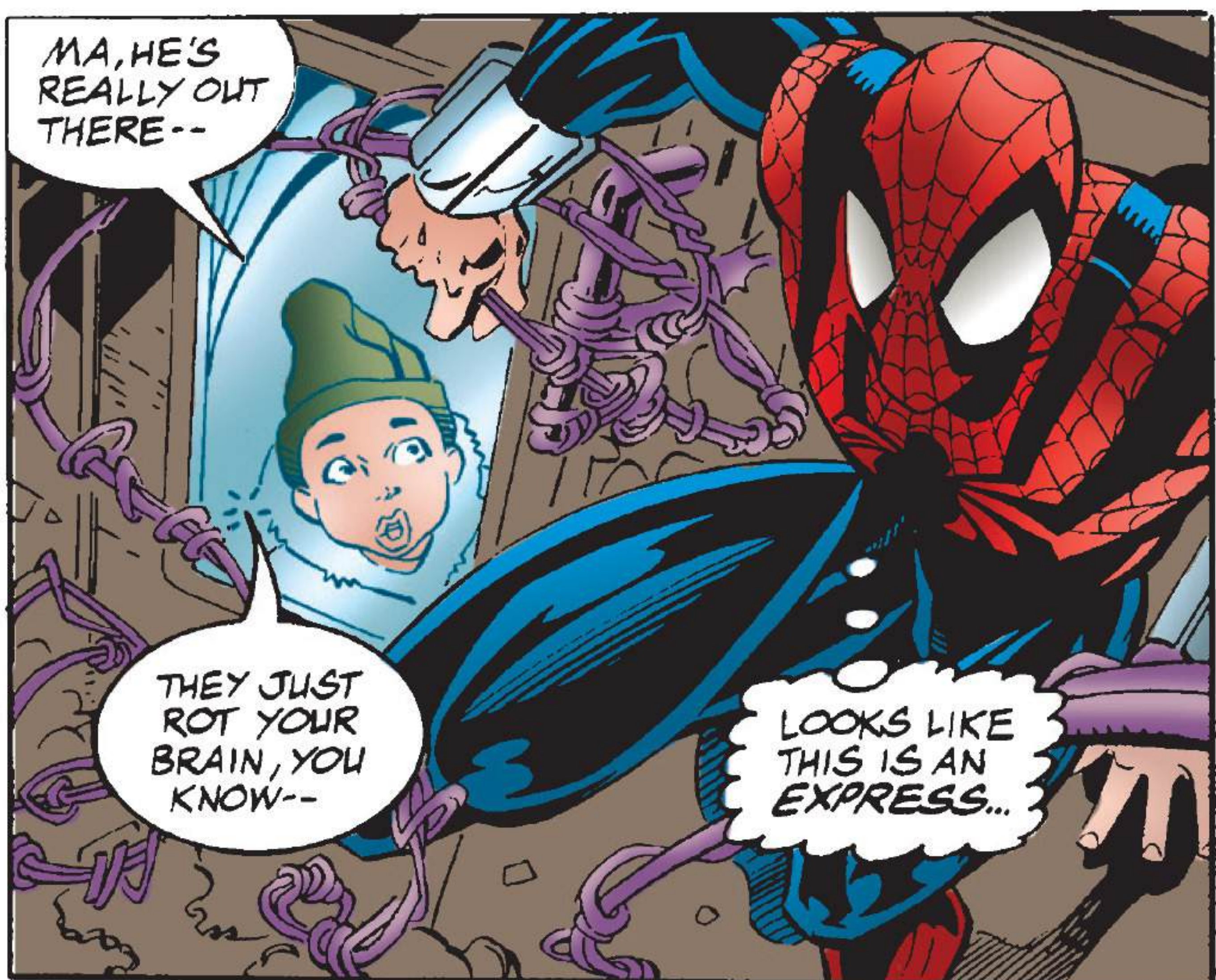
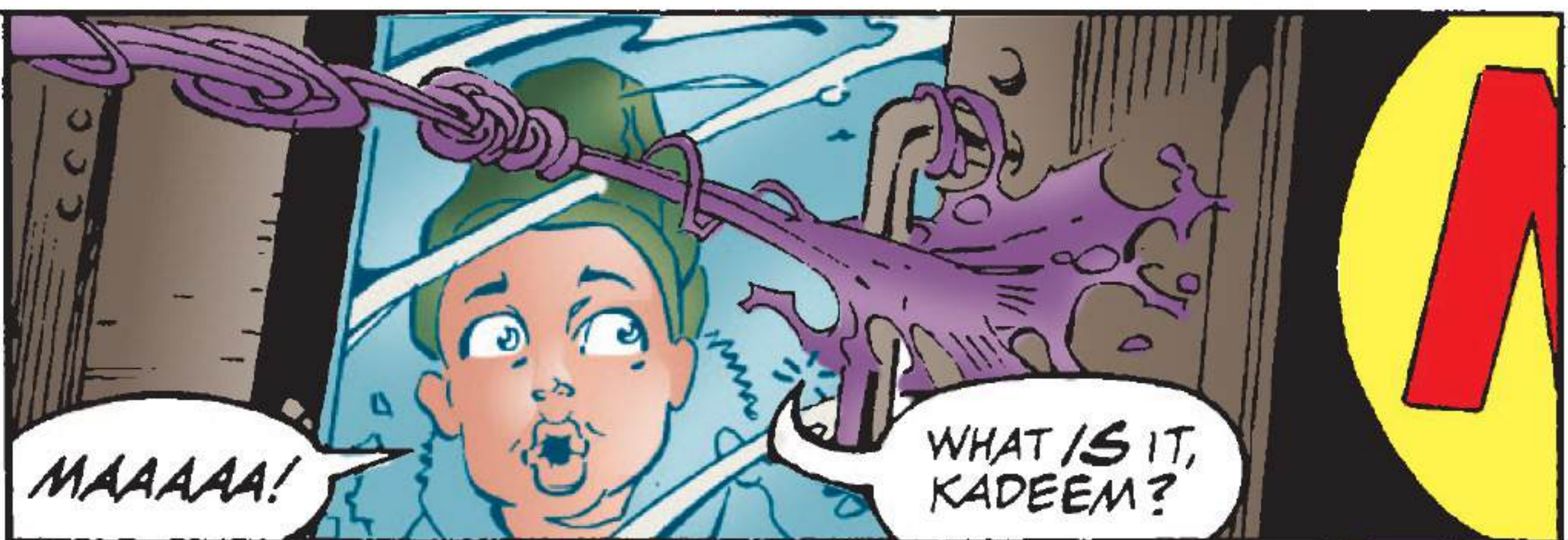


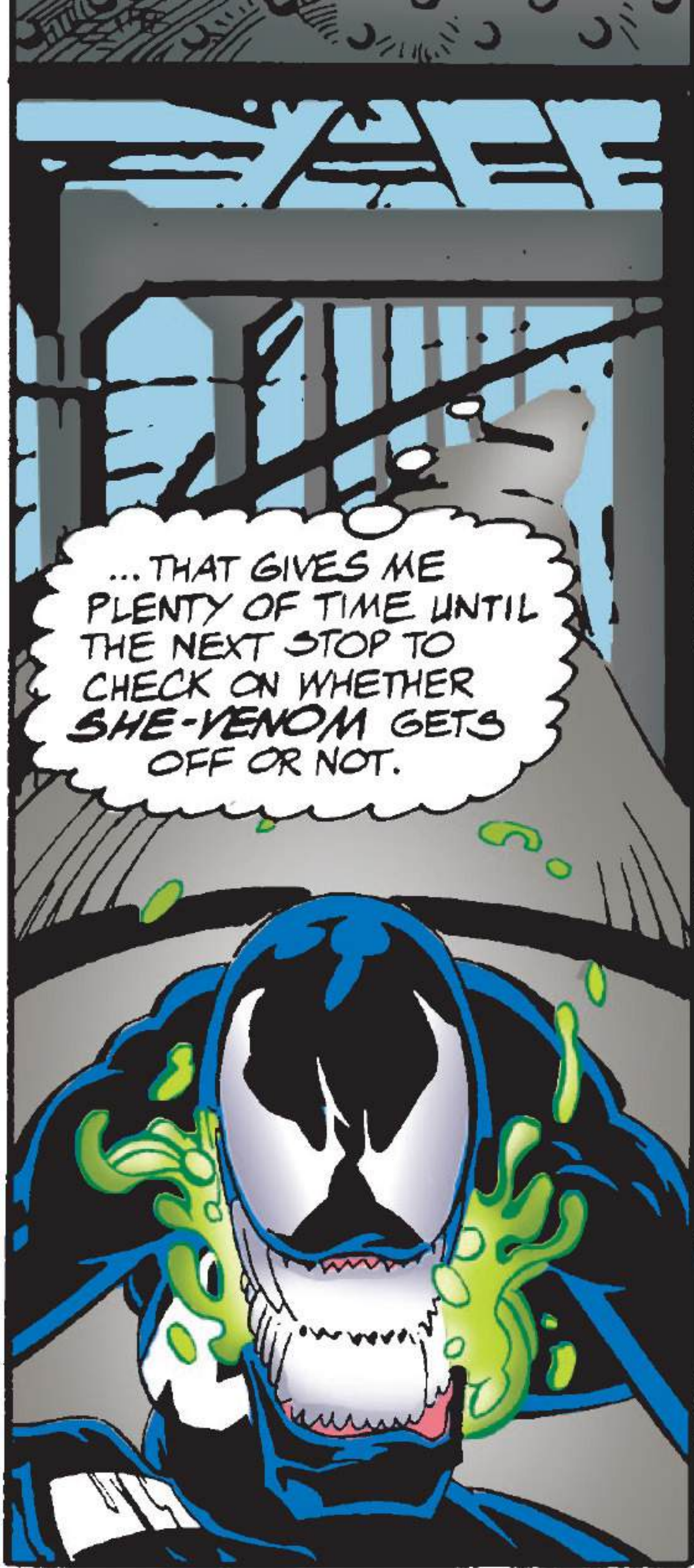
NOW, IF I
TIME THIS
JUST RIGHT...

...I CAN SWOOP
DOWN *BEHIND*
THE TRAIN--

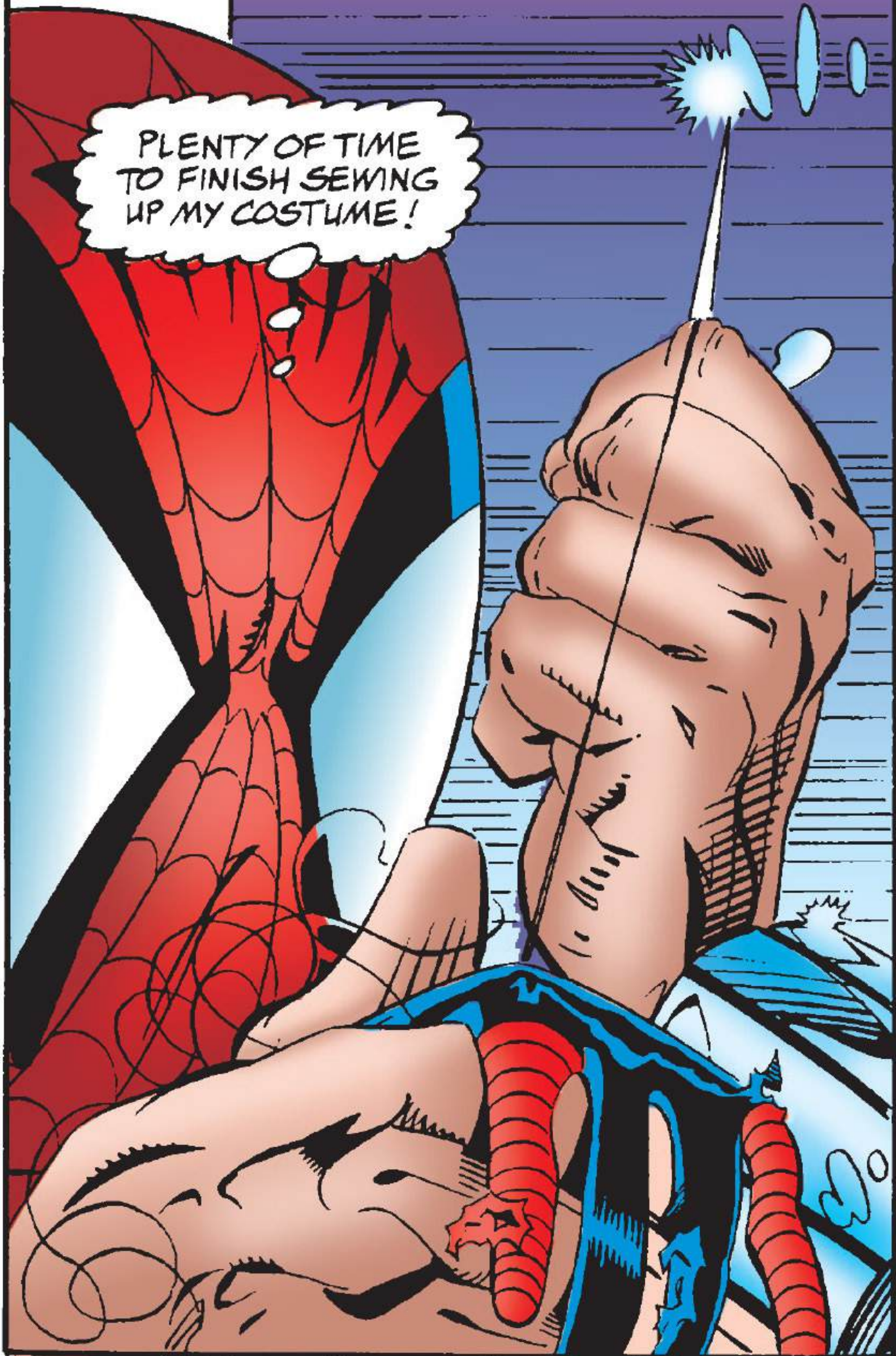


--AND HITCH A RIDE ON THE SAME
SUBWAY AS *SHE-VENOM* WITH
HER BEING NONE THE WISER!





...THAT GIVES ME
PLENTY OF TIME UNTIL
THE NEXT STOP TO
CHECK ON WHETHER
SHE-VENOM GETS
OFF OR NOT.



PLENTY OF TIME
TO FINISH SEWING
UP MY COSTUME!



MAAA!



BACK AT THE
TUNNEL...

YO!
OFFICERS!

THERE'S SOME SORT OF ALL-OUT ALERT AND THIS CAB
FARE-BEATER IS SMALL POTATOES COMPARED TO WHAT'S
COMING OVER THE WIRE!



THERE'S A FEMALE
VERSION OF VENOM
ON THE LOOSE!

HUH? NO
KIDDIN'?

SOUNDS LIKE THERE
WAS A MAJOR BROUHHA
DOWN AT HEADQUARTERS!

ANYBODY DOWN?
MY BRUDDER WOIKS
RECORDS AT H.Q.--



VRRROOOM

HEY!! THAT
FARE-BEATER
JUST GRADUATED
TO CLASS-A
FELON!!

THAT'S A
POLICE
MOTORCYCLE
HE JUST RIPPED
OFF!

AT THRILL WORLD AMUSEMENT
PARK IN BROOKLYN...

"YOU SEE ANYTHING
THROUGH THAT
TELEPHOTO?"

"NADA. NO SIGN OF
LD-50. DID YOU
LOSE CONTACT WITH
YOUR PLANT?"

"I THINK THE
BATTERY DIED
ON HIS WIRE--"

"WE GOT ACTION
ON THE MIDWAY--"

"WHAT?"

"WHO OR WHAT
IS THAT??"

"SHE'S WALKING
RIGHT INTO OUR
OPERATION!! IT'S
SOME FREAK IN A
COSTUME!"

"GET A CLOSER
ZOOM ON HER--"

"SOMEBODY GIVE
ME A PAIR OF
BINOCULARS!"

"--HOLY--!!
THAT'S NO
COSTUME!!"

"WHAT HAVE WE GOT
GOING ON DOWN THERE?"

DEA HAS BEEN TRYING TO NAIL THIS LD-50 CREEP FOR TWO YEARS, AND WE'RE NOT GOING TO LET SOME FREAK BLOW THIS OP!

IT'S ONE OF OUR GUYS IN THERE UNDER DEEP COVER, THOMPSON!

AFFIRMATIVE, THOMPSON--AND HE'S WEARING ONE OF YOUR MALFUNCTIONING RADIOS!

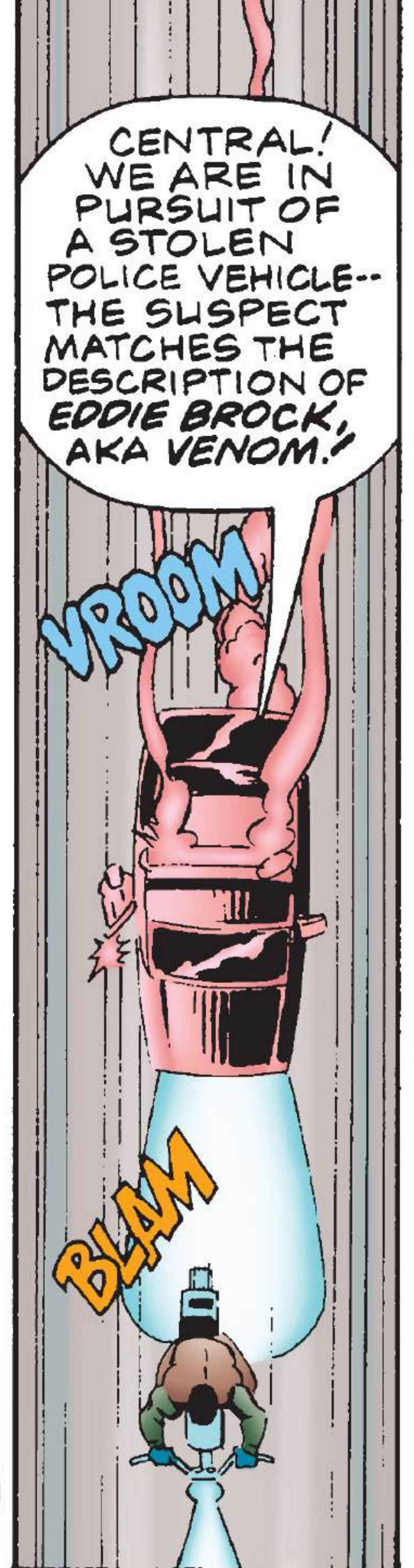
EXCUSE ME, SIR-- BUT YOU HAD BETTER CHECK THIS OUT--

--WE HAVE YET ANOTHER PLAYER ON THE FIELD!

HOLD ON, THOMPSON! THIS IS A JOINT OP! ATF HAS JUST AS MUCH INVESTED IN NAILING LD-50--HE'S PUSHING GUNS AS WELL AS DOPE!

WHAT NOW--?

"BLAST AND DOUBLE BLAST!!" WHAT'S HE DOING HERE???"





OF COURSE, IT MIGHT HAVE BEEN MORE EFFECTIVE BEFORE THE PARK CLOSED AND GOT ALL RUN DOWN!

NOW WHERE IS THAT HATCH--

AHA! JUST WHERE I REMEMBERED IT TO BE!

WHAT IN BLUE BLAZES IS DOWN THERE? HOW DOES SHE KNOW EXACTLY WHERE TO GO?

WHAT CONNECTION COULD ANN WEYING HAVE TO AN ABANDONED AMUSEMENT PARK?

--OF COURSE! MY CLONE TOLD ME ALL ABOUT THIS PLACE!

THIS IS WHERE MY "PARENTS" WERE HELD CAPTIVE BY VENOM! ANN WEYING WAS HERE, TOO--*



UH OH! SOMETHING ELSE IS DOWN THERE--

AND SOMETHING ELSE IS OUT-SIDE, TOO!

*SEE AMAZING SPIDER-MAN #375!
--TOM

BELOW THE HOUSE
OF HORRORS...

INIQUITOUS PERFIDY!
BETRAYED BY A LOW
POLTROON! AH JOMO--
OR WHATEVER YOUR
REAL NAME IS--

--I BESTOWED MY
TRUST UPON YOU AND
YOU HAD THE GALL TO
TRAIPSE INTO MY SANCTUM
SANCTORUM WEARING A
RADIO TRANSMITTER!
WHO DO YOU REPORT TO,
TRAITOROUS DOG?

YOU'RE GOING
DOWN, **LD-50!**
THEY'RE GOING TO
DROP YOU IN A HOLE
UP IN **MARION** AND
LAY A CONCRETE
SLAB OVER IT!

ROACH! PROCEED
TO THE SURFACE WITH
YOUR FLAME PROJECTOR
AND INCINERATE ANY
AND ALL WHO WOULD
INTERVENE--!

--WHILST I AM
ENGAGED IN THE ODIUS
INTERROGATION OF
THIS NEFARIOUS
INFORMER!

YOU GET
NOTHING FROM
ME BUT **THIS**
DIRTBALL!!

SPOOT

I BEG
TO
DIFFER!

I SHALL
EXTRACT ALL
I DESIRE
FROM YOU...

THWAMM

...AND YOU SHALL
SCREAM EVERY WORD
OF IT!

WE THINK
YOU'RE THE
ONE WHO'S
GOING TO BE
SCREAMING!

WHAT'S THIS?
ANOTHER
INTERLOPER??



YOU CUT
THAT POOR
MAN
LOOSE--

--OR PAY THE
CONSEQUENCES!

DAG!
IT'S SHE-
VENOM!

I HEARD
ALL ABOUT
HER ON THE
RADIO! SHE
TRASHED THE
MAIN COP
SHOP!

I AM
UTTERLY
UNIM-
PRESSED--!



--I DEALT
WITH RAGE
AND THE
TETRARCHES
OF ENTROPY--*

--THIS
UPSTART **BIMBO**
IS NOTHING
COMPARED
TO THEM!

*IN THE
AVENGERS!
--TOM



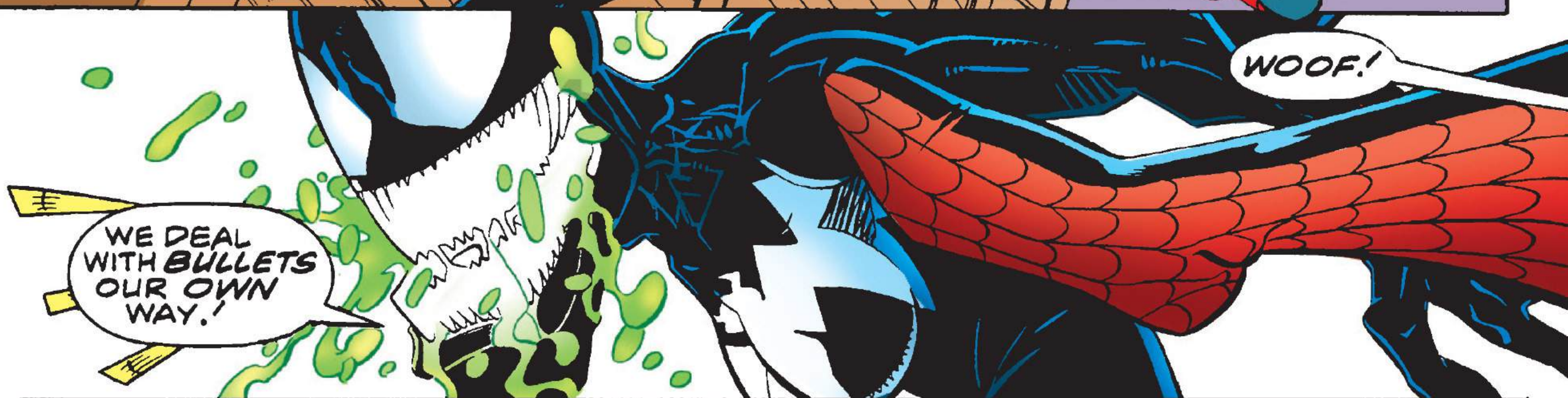
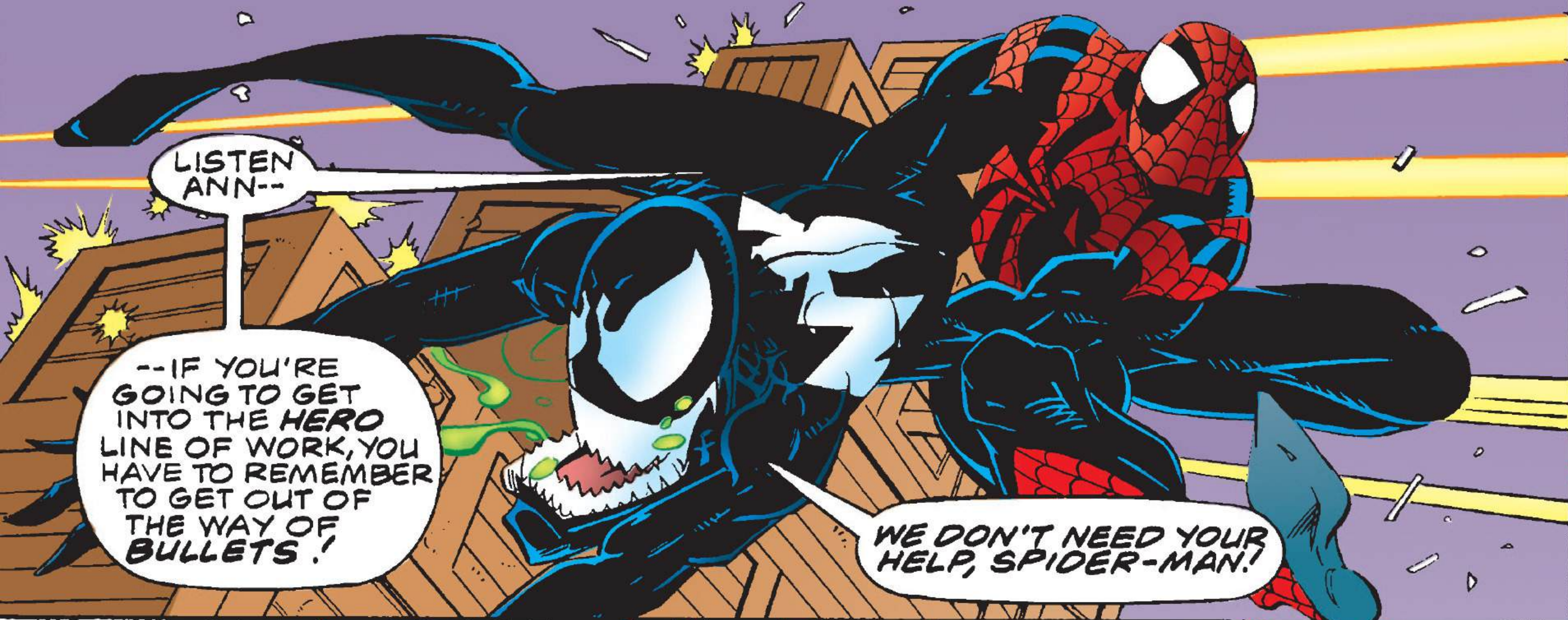
BLOW
HER
AWAY!

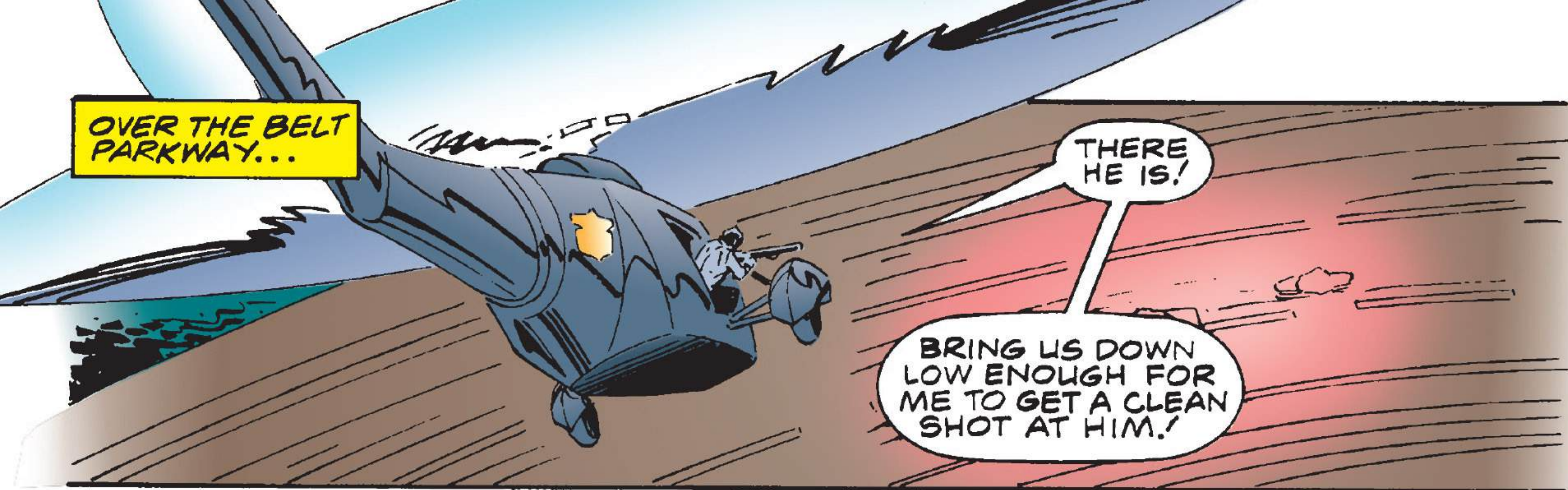
RATATATAT

BLAMM

POW

BRRRAPP!

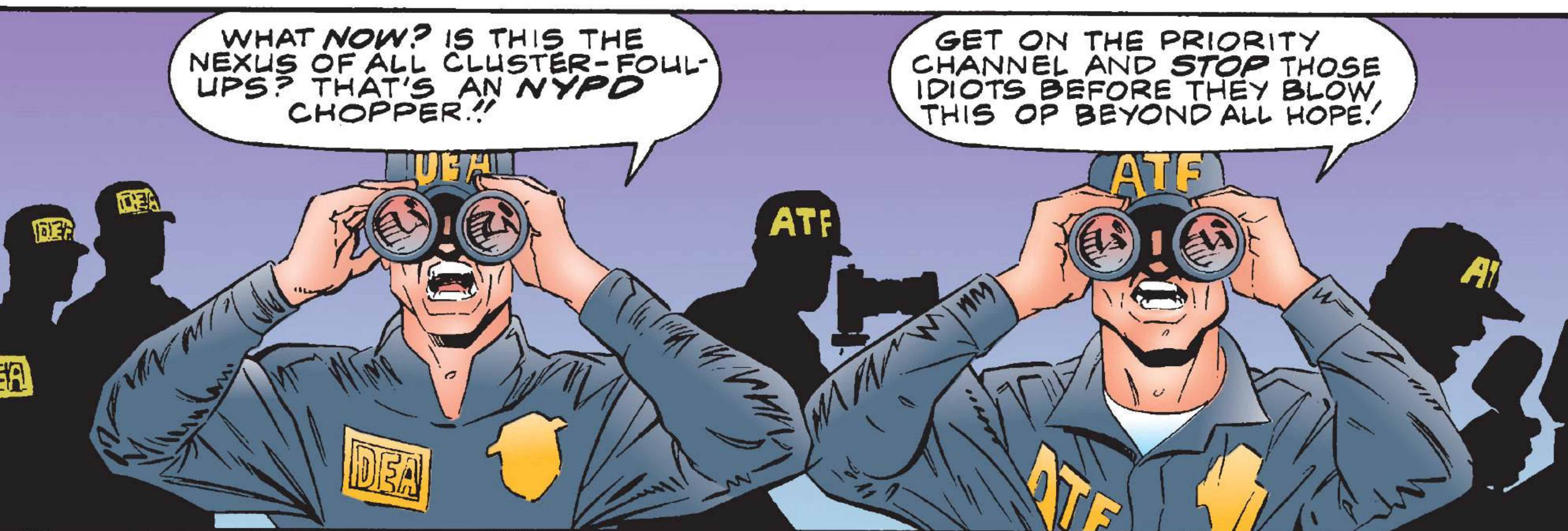




OVER THE BELT PARKWAY...

THERE HE IS!

BRING US DOWN LOW ENOUGH FOR ME TO GET A CLEAN SHOT AT HIM!



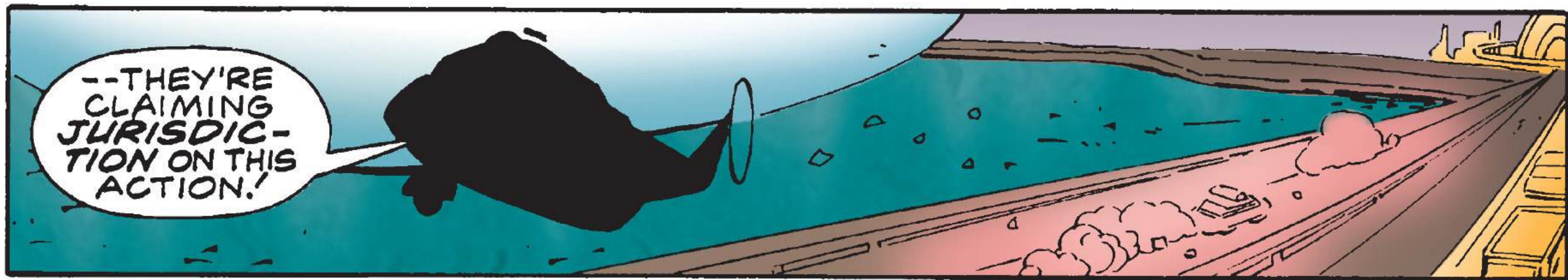
WHAT NOW? IS THIS THE NEXUS OF ALL CLUSTER-FOUL-UPS? THAT'S AN NYPD CHOPPER!!

GET ON THE PRIORITY CHANNEL AND STOP THOSE IDIOTS BEFORE THEY BLOW THIS UP BEYOND ALL HOPE!



WHAT ARE YOU DOING? I HAD HIM IN MY SIGHTS?

THAT WAS THE FEDS ON THE HORN--



--THEY'RE CLAIMING JURISDICTION ON THIS ACTION!



UNDER THE HOUSE OF HORRORS...

YOU CAN RUN--

SCHRRIPP



--BUT YOU
SURE CAN'T
HIDE!!

SCHRRAMM!

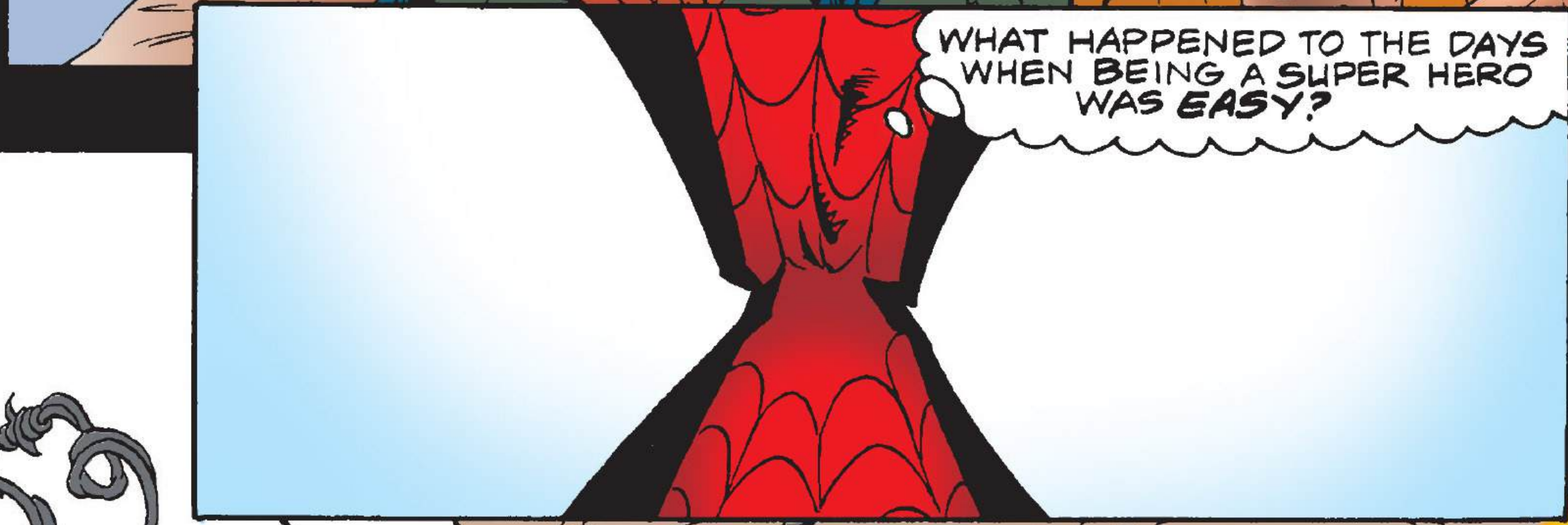
BLAMM!

POW

ANN!
CAN WE
TALK??

THIS IS
IMPOSSIBLE! HOW
CAN I DODGE BULLETS,
PROTECT THE **BAD**
GUYS FROM **SHE-**
VENOM AND PROTECT
SHE-VENOM FROM
THE **BAD GUYS**
ALL AT THE SAME
TIME?

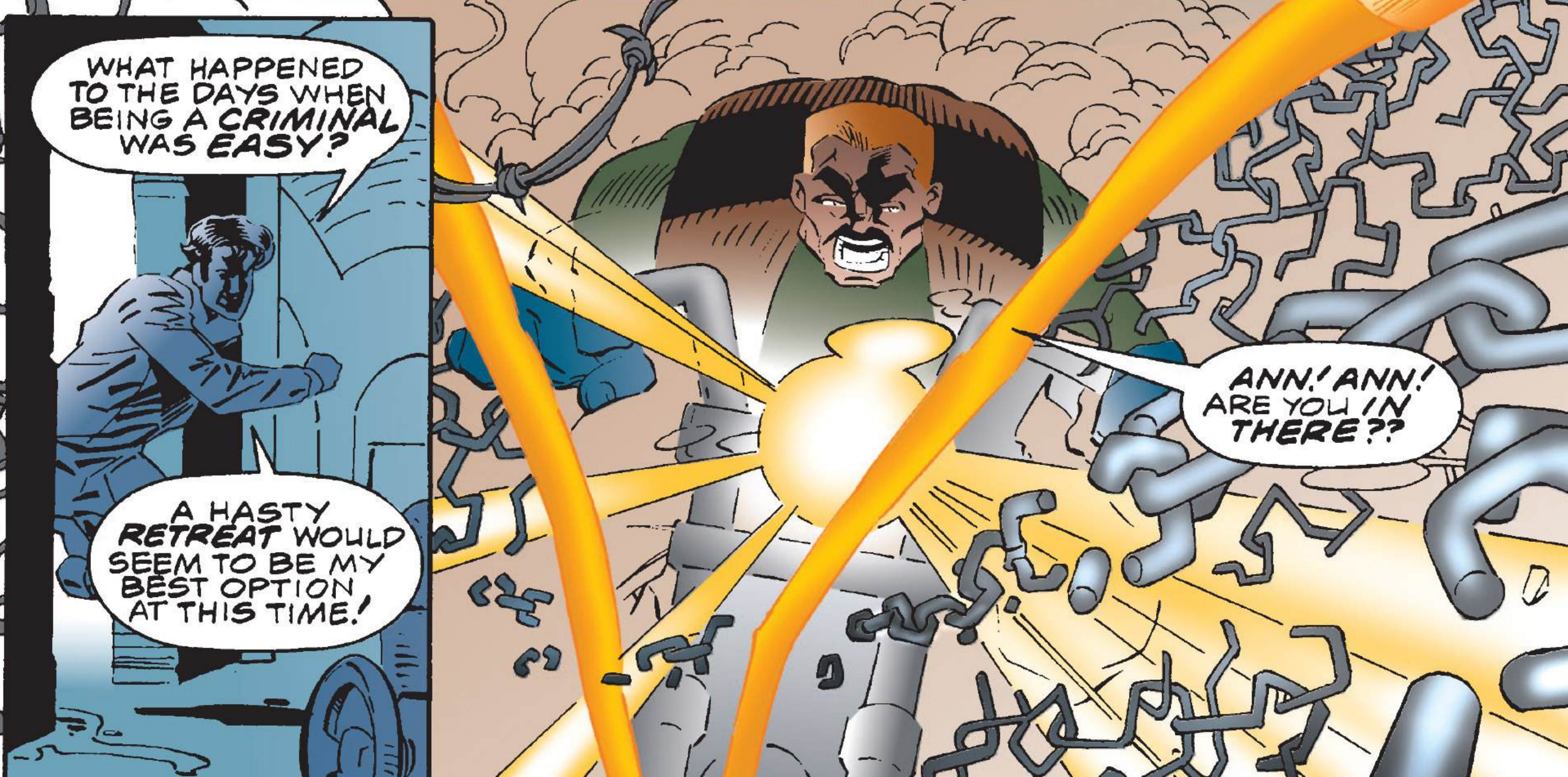
WHAT HAPPENED TO THE DAYS
WHEN BEING A SUPER HERO
WAS **EASY**?

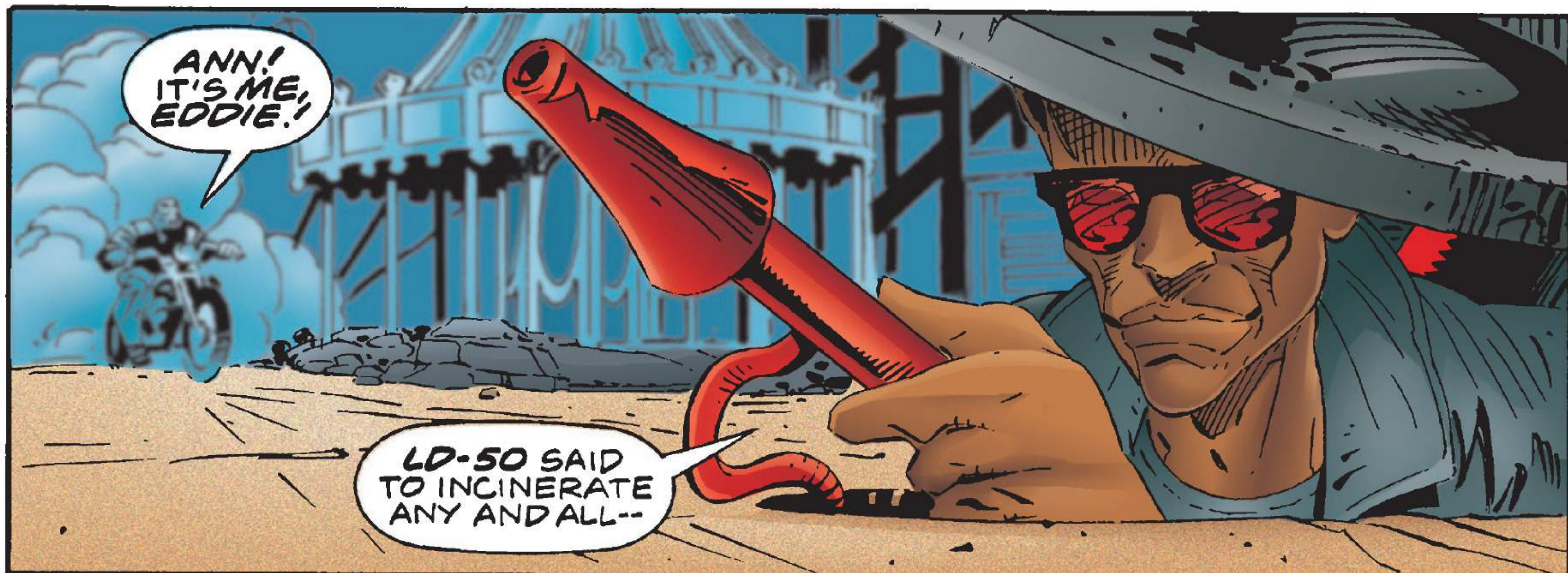


WHAT HAPPENED
TO THE DAYS WHEN
BEING A **CRIMINAL**
WAS **EASY**?

A HASTY
RETREAT WOULD
SEEM TO BE MY
BEST OPTION
AT THIS TIME!

ANN! ANN!
ARE YOU IN
THERE??







EDDIE--?

--EDDIE!!!

THIS TAKES THE
CAKE! I AM ABOUT
READY TO THROW IN
THE TOWEL ON
THIS OP!

WELL, I'M
NOT! I'VE GOT
A LOT OF FAITH
IN LD-50!

HE'S GOT TOO
MUCH CAPITAL
INVESTED IN STOCK
IN THAT BUNKER
AND I'M BETTING
HE'S NOT GIVING
UP ON IT!!

TO BE CONCLUDED!



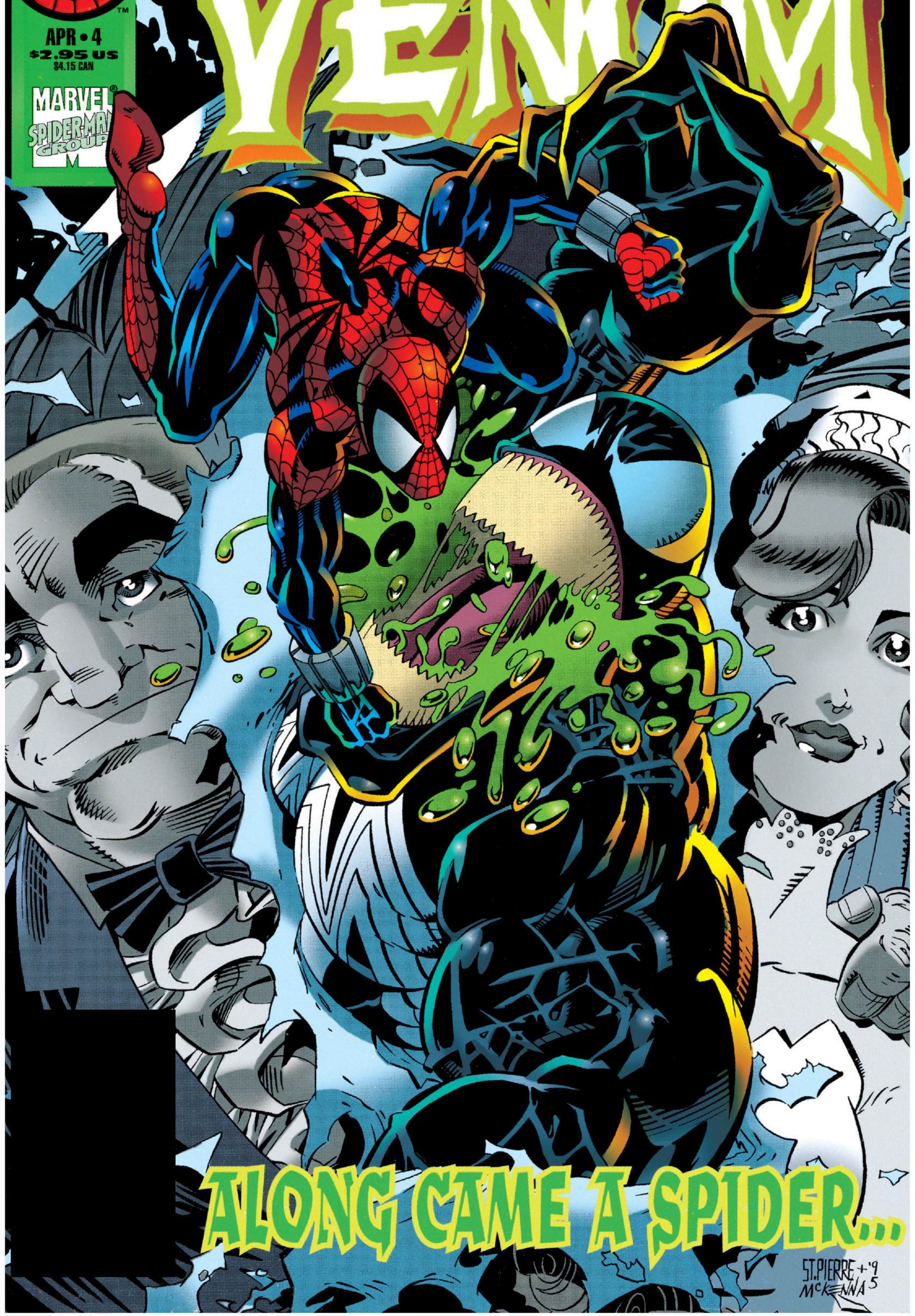


APR • 4
\$2.95 US
\$4.15 CAN

MARVEL
SPIDER-MAN
GROUP

APPROVED
BY THE
COMICS
CODE
AUTHORITY

VENOM



ALONG CAME A SPIDER...

ST. PIERRE + '9
MCKENNA 5

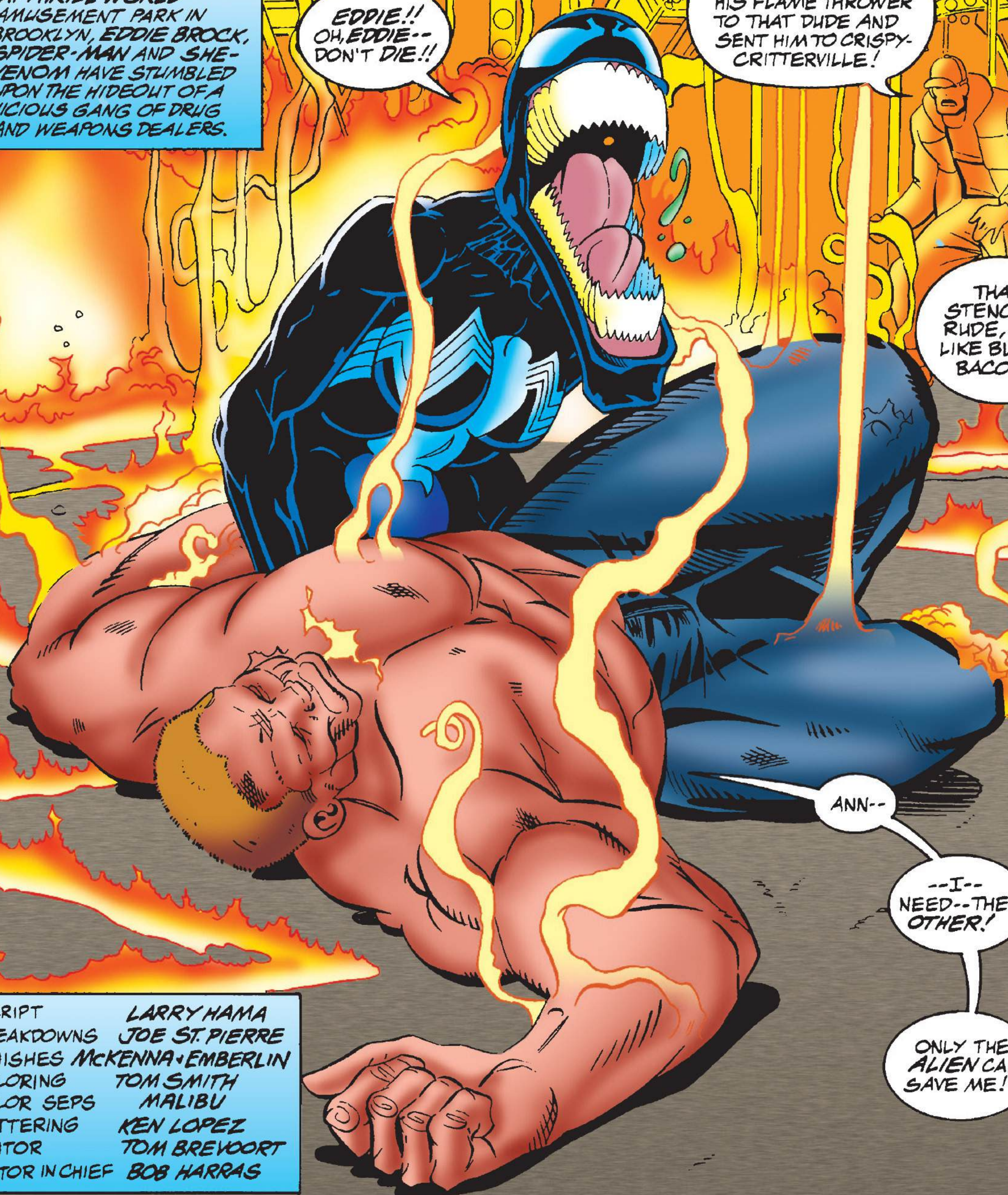
AND FRIGHTENED MISSTUFFET AWAY

AT THRILL WORLD AMUSEMENT PARK IN BROOKLYN, EDDIE BROCK, SPIDER-MAN AND SHE-VENOM HAVE STUMBLERD UPON THE HIDEOUT OF A VICIOUS GANG OF DRUG AND WEAPONS DEALERS.

EDDIE!!
OH, EDDIE--
DON'T DIE!!

SCOPE THIS OUT,
JELLY! ROACH PUT
HIS FLAME THROWER
TO THAT DUDE AND
SENT HIM TO CRISPY-
CRITTERVILLE!

THAT
STENCH IS
RUDE, MAN--
LIKE BURNT
BACON!



ANN--

--I--
NEED--THE--
OTHER!

ONLY THE
ALIEN CAN
SAVE ME!

SCRIPT	LARRY HAMA
BREAKDOWNS	JOE ST. PIERRE
FINISHES	MCKENNA-EMERLIN
COLORING	TOM SMITH
COLOR SEPS	MALIBU
LETTERING	KEN LOPEZ
EDITOR	TOM BREWORT
EDITOR IN CHIEF	BOB HARRAS



LIKE IT HEALED ME WHEN I WAS DYING--!*

YES--

* IN VENOM: SINNER TAKES ALL #2. -- TOM.



--LET-IT-- COME--TO-- ME--!

--AHHH!



THAT'S MORE LIKE IT!

HOO-HA!

NOW WE ARE WHOLE AGAIN!

OH, EDDIE-- DON'T LET THE VENOM SIDE OF YOU TAKE OVER!!



THAT WAS WHACK, MAN!

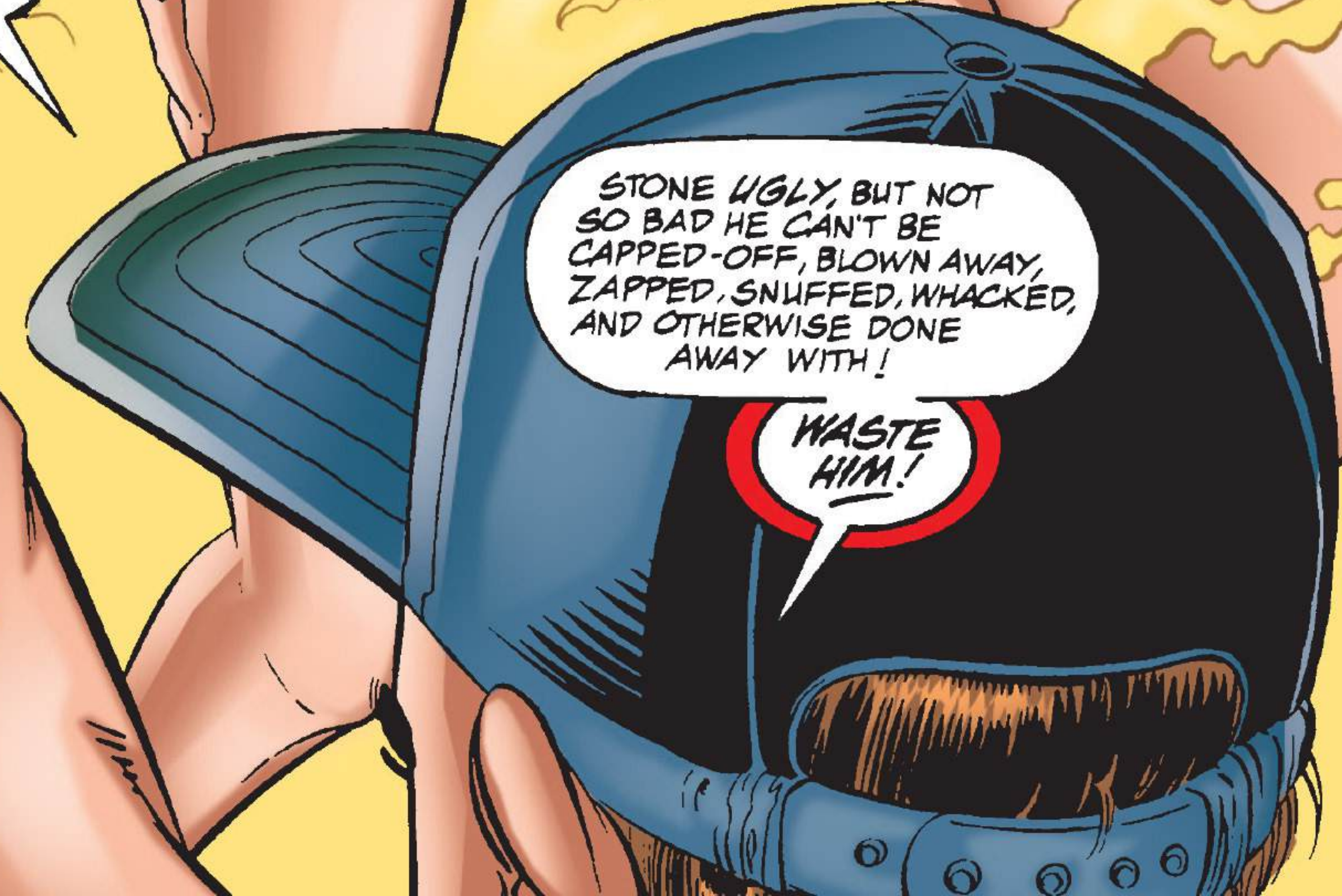
I'LL GIVE YOU A HOLE--



IT'S THAT VENOM CREEP!

HE DON'T LOOK THAT BAD TO ME--!

--I'LL GIVE YOU A WHOLE MESS OF NINE MILLIMETER HOLES!



STONE UGLY, BUT NOT SO BAD HE CAN'T BE CAPPED-OFF, BLOWN AWAY, ZAPPED, SNUFFED, WHACKED, AND OTHERWISE DONE AWAY WITH!

WASTE HIM!





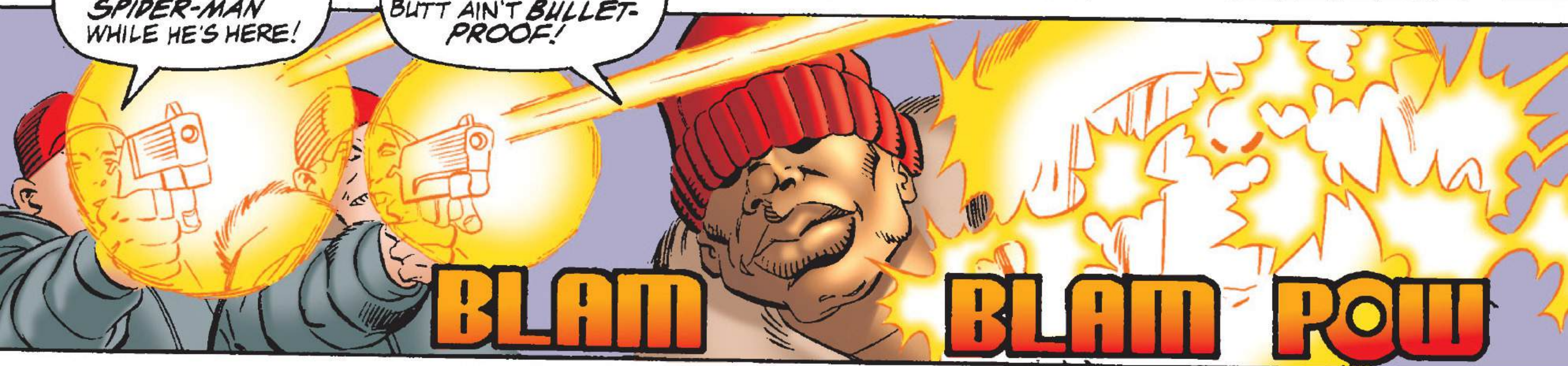
I'M NOT WHOLELY AGAINST **BRUISING** A FELON OR TWO IN THE ACT OF APPREHENDING THEM FOR THE PROPER AUTHORITIES--

--I JUST HAPPEN TO DRAW THE LINE AT **EATING THEIR BRAINS!!!**

MIGHT AS WELL POP CAPS AT **SPIDER-MAN** WHILE HE'S HERE!

YEAH, AT LEAST WE KNOW **HIS BUTT** AIN'T **BULLET-PROOF!**

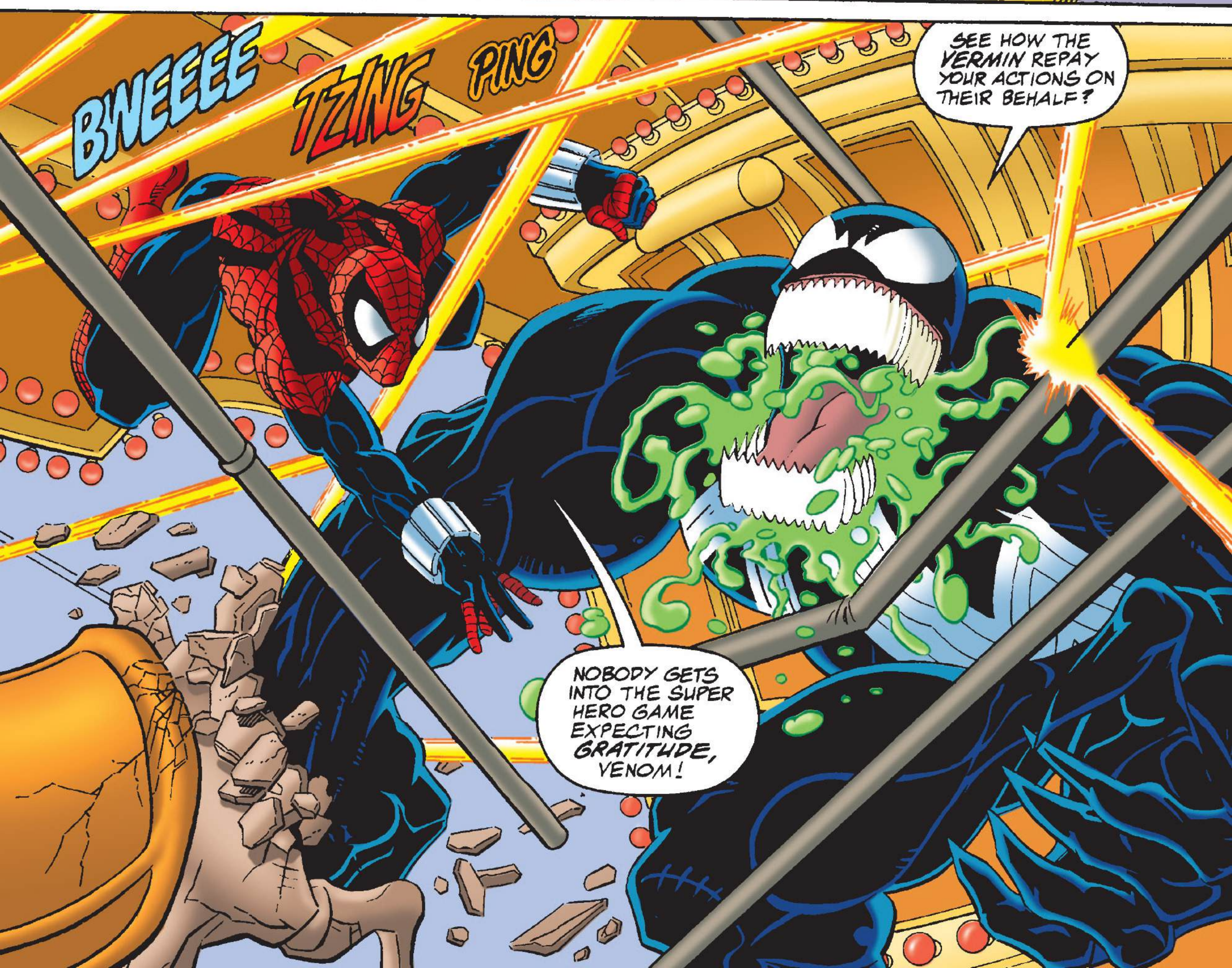
YOU ARE SUCH A **WIMP**, SPIDER-MAN!



BLAM

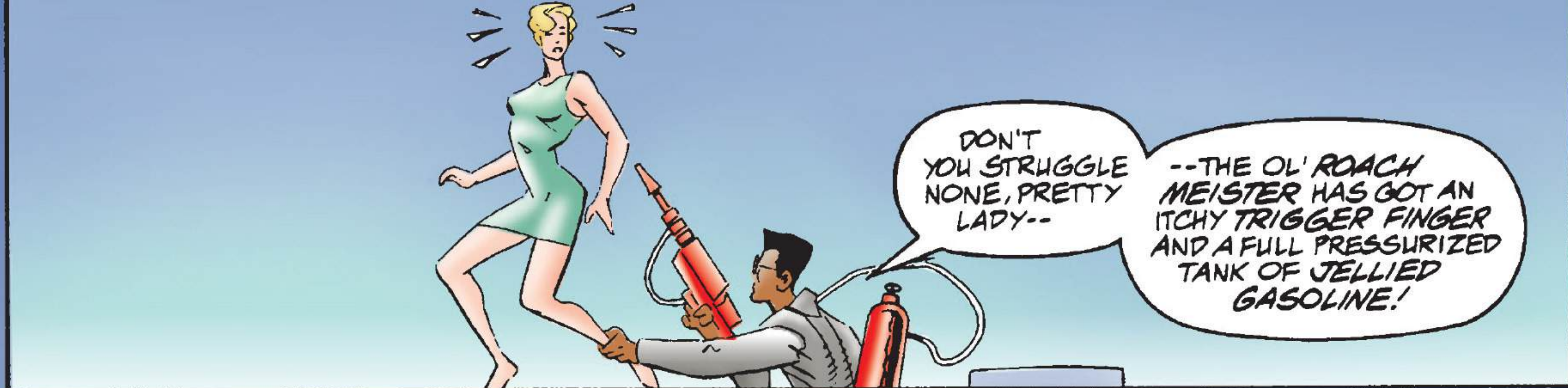
BLAM

POW



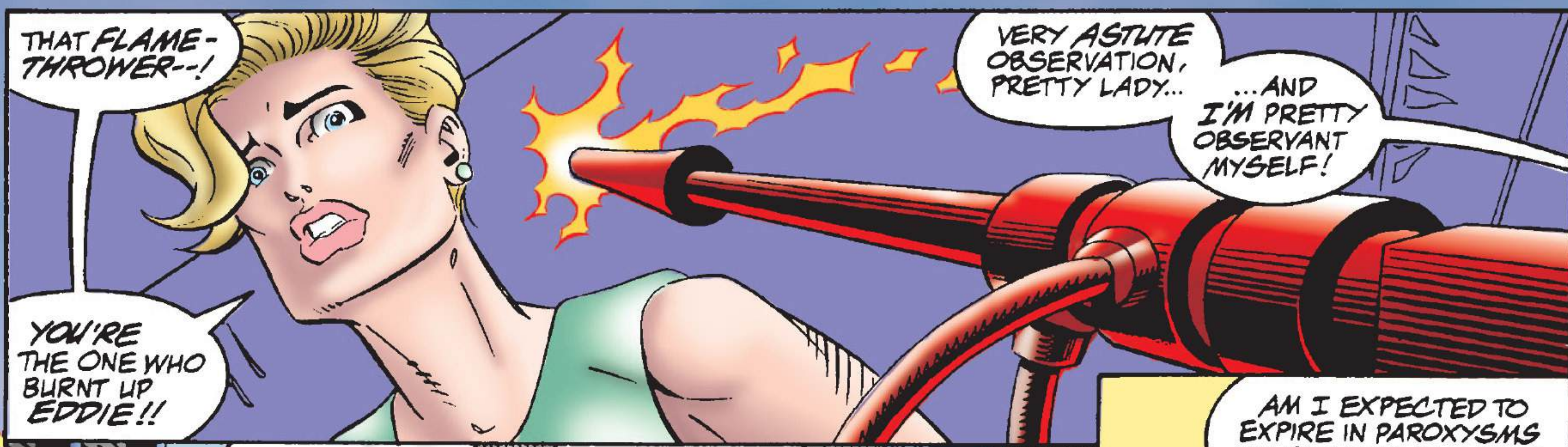
SEE HOW THE **VERMIN** REPAY YOUR ACTIONS ON THEIR BEHALF?

NOBODY GETS INTO THE **SUPER HERO GAME** EXPECTING **GRATITUDE**, VENOM!



DON'T
YOU STRUGGLE
NONE, PRETTY
LADY--

--THE OL' ROACH
MEISTER HAS GOT AN
ITCHY TRIGGER FINGER
AND A FULL PRESSURIZED
TANK OF JELLIED
GASOLINE!

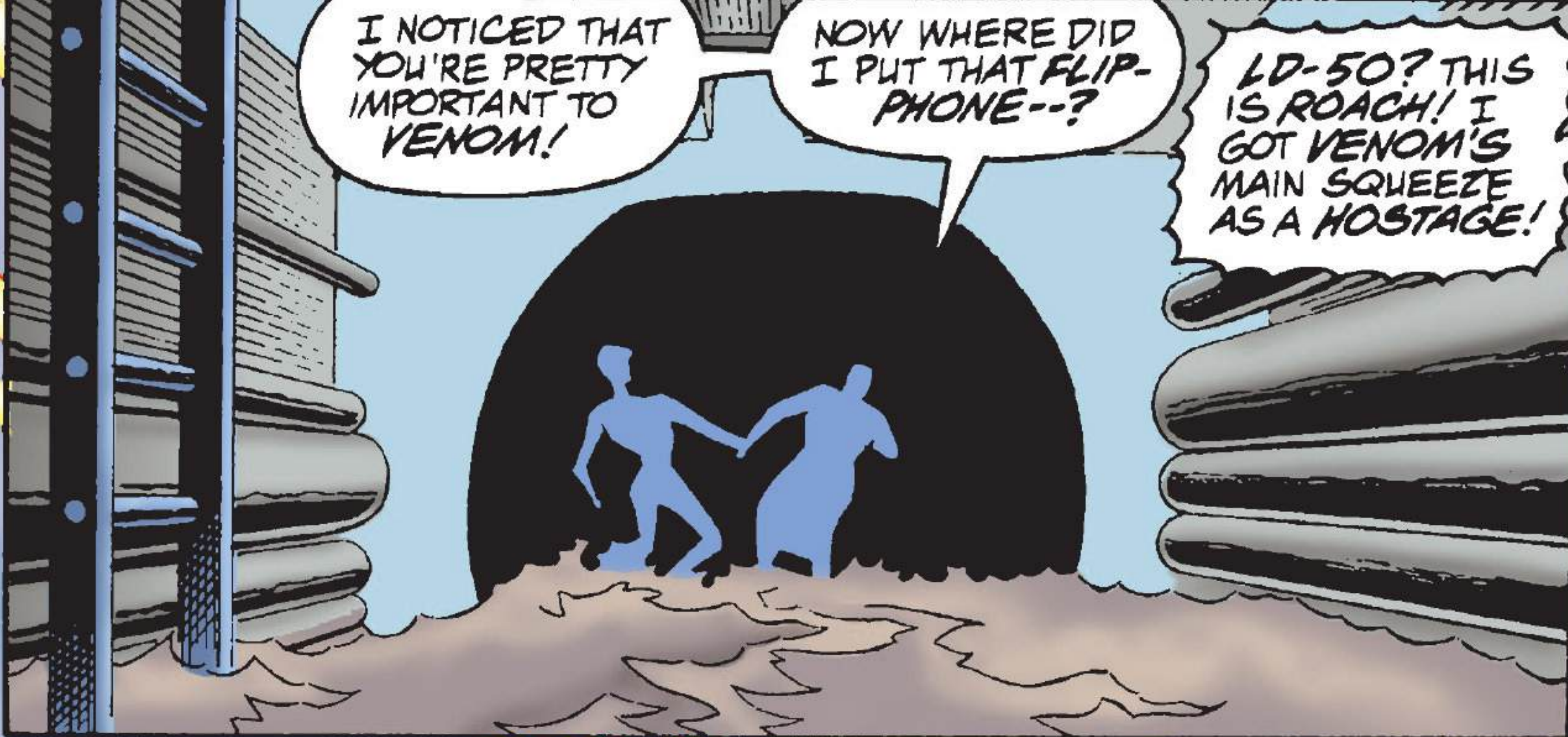


THAT FLAME-
THROWER--!

YOU'RE
THE ONE WHO
BURNT UP
EDDIE!!

VERY ASTUTE
OBSERVATION,
PRETTY LADY...

...AND
I'M PRETTY
OBSERVANT
MYSELF!



I NOTICED THAT
YOU'RE PRETTY
IMPORTANT TO
VENOM!

NOW WHERE DID
I PUT THAT FLIP-
PHONE--?

LD-50? THIS
IS ROACH! I
GOT VENOM'S
MAIN SQUEEZE
AS A HOSTAGE!



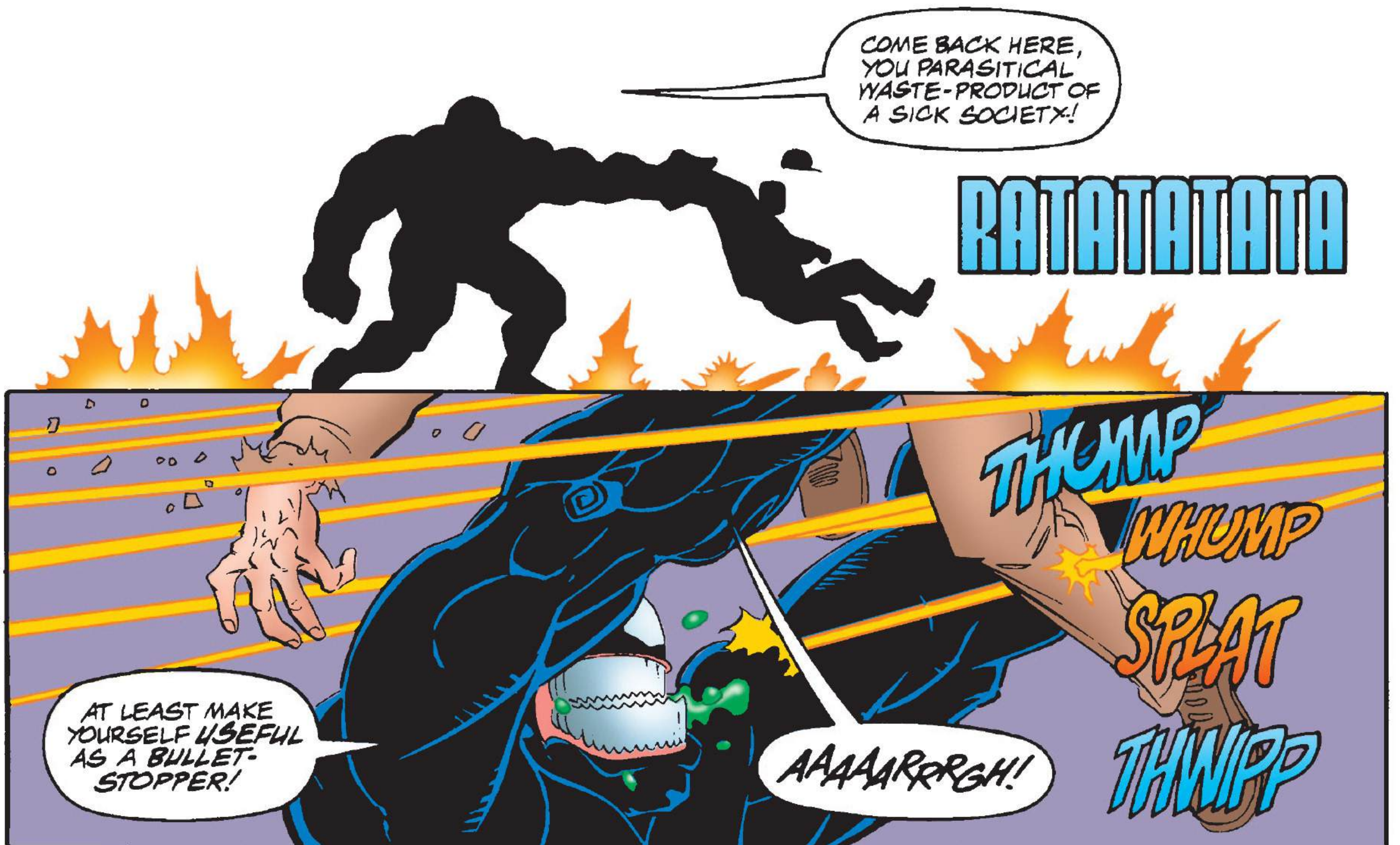
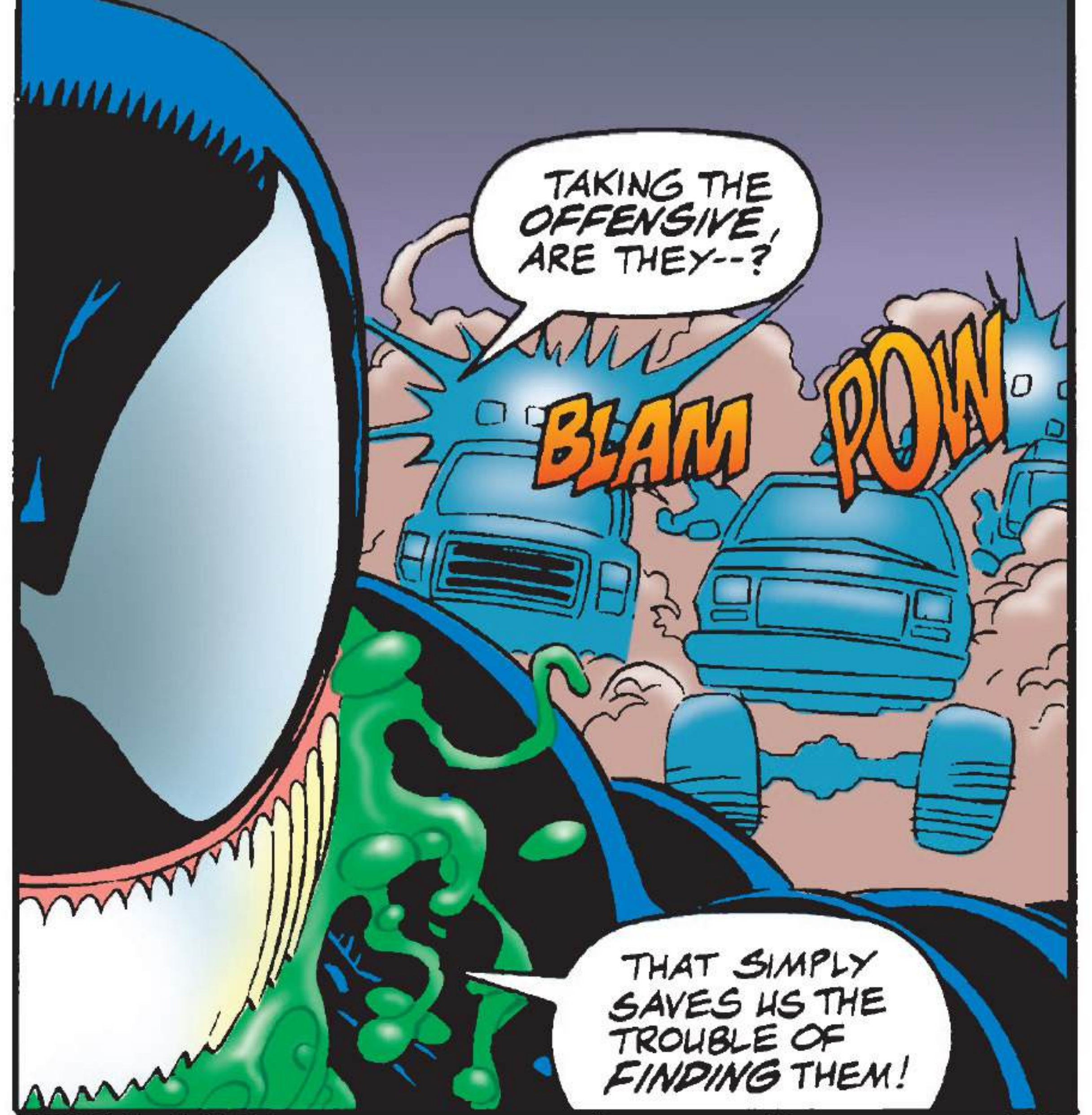
AM I EXPECTED TO
EXPIRE IN PAROXYSMS
OF ECSTASY AT THESE
TIDINGS--?



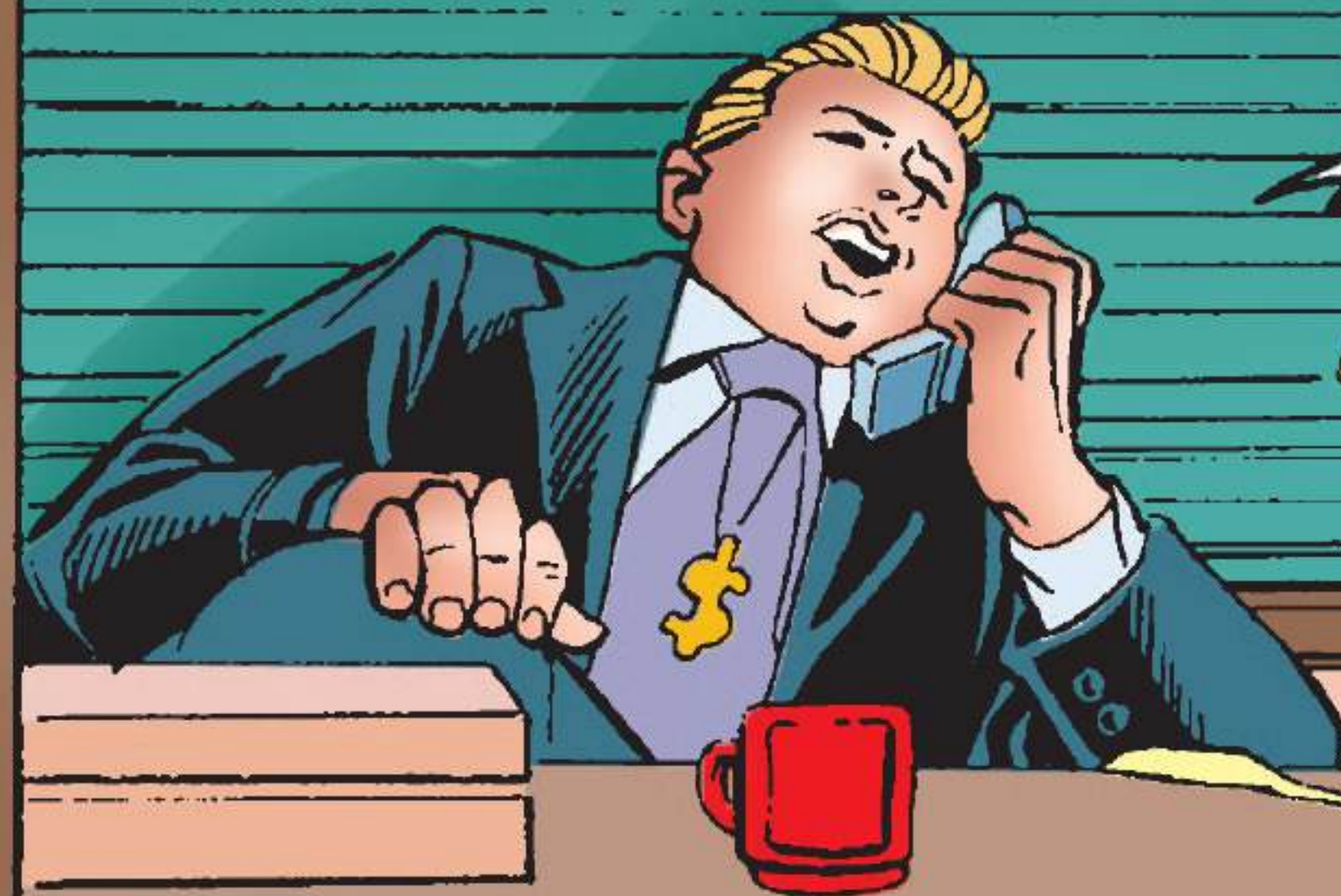
HARDLY!
MAINTAIN
THE TROLLOP
INCOMMUNICADO,
MY GOOD MAN...

...MY PUGNACIOUS
COHORTS AND I ARE
ALLEVIATING THE ONEROUS
DILEMMA WITH VEHICULAR
BEHEMOTHS AND MASSES
FIREPOWER!

NOW, GET OFF
THE LINE, I HAVE
MY PSYCHIATRIST
ON HOLD!



Dr. Otto Dafay Clinical Psychologist



... ONE THAT MAY EVEN RENDER ME IMMUNE TO CRIMINAL PROSECUTION IN THE EVENT OF MY APPREHENSION BY LOCAL GENDARMERIE!

SOUNDS GOOD TO ME, MR. FIFTY! SAY, DO YOU WANT ME TO PUT THIS ON YOUR REGULAR TAB?



DON'T GO IN THERE, CLARK!! WE'VE BEEN ORDERED OFF THIS CASE BY THE ATF AND THE DEA!!



YOU'RE GOING TO KILL YOUR CHANCE TO BE CHIEF SOME DAY!

IT WAS A LONG SHOT ANYWAY, STEEN!

RIGHT NOW, ANN WEYING IS IN THERE, AND WE'RE STILL RESPONSIBLE FOR HER!!

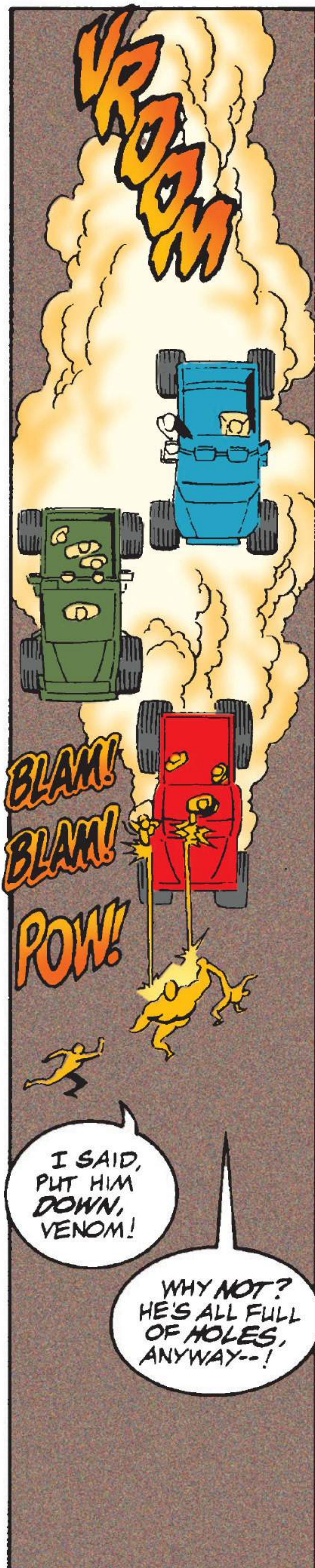


MAN, L.D.-50 WENT AND GOT HIS BAD RIDES!

HE'S GONNA PUT THE GIANT FIRESTONES TO THOSE SUPER-GEEKS AND SMOKE THEIR SHOES!



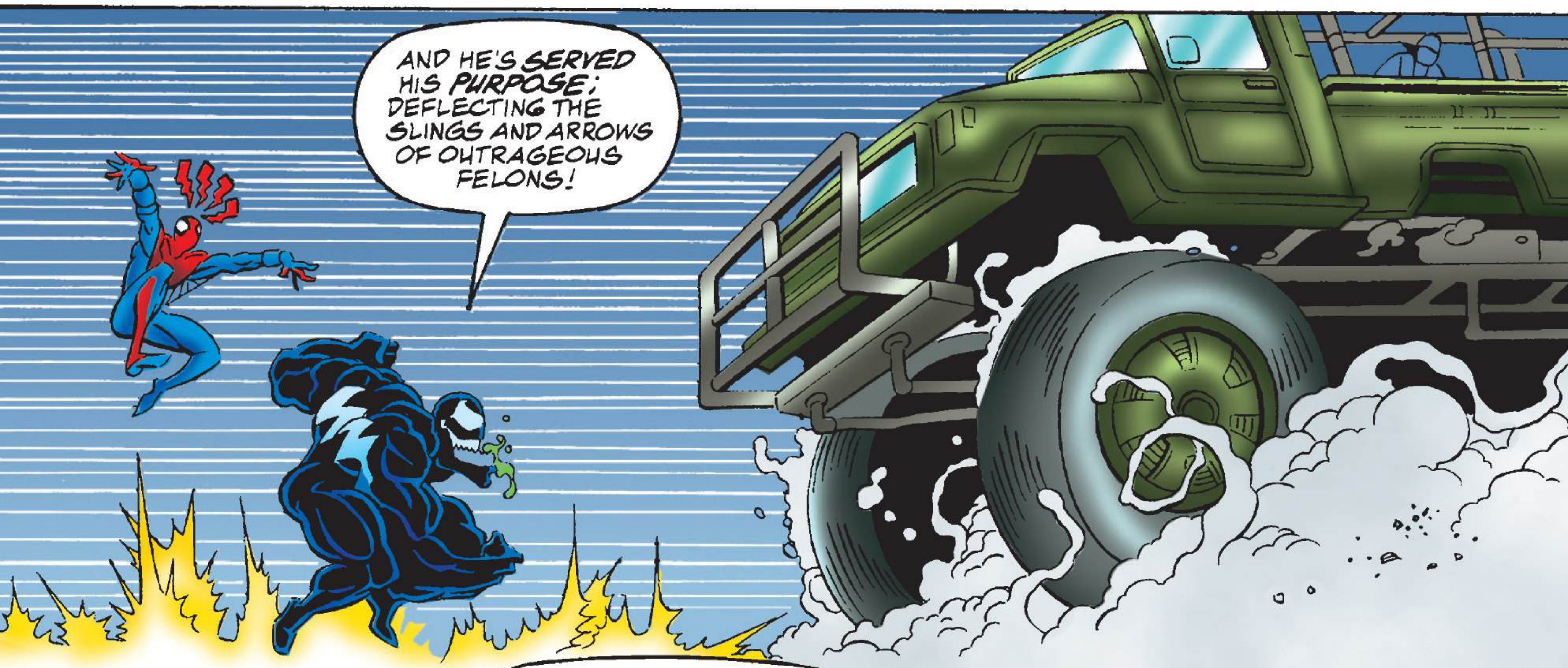
THIS IS GONNA BE PHAT!



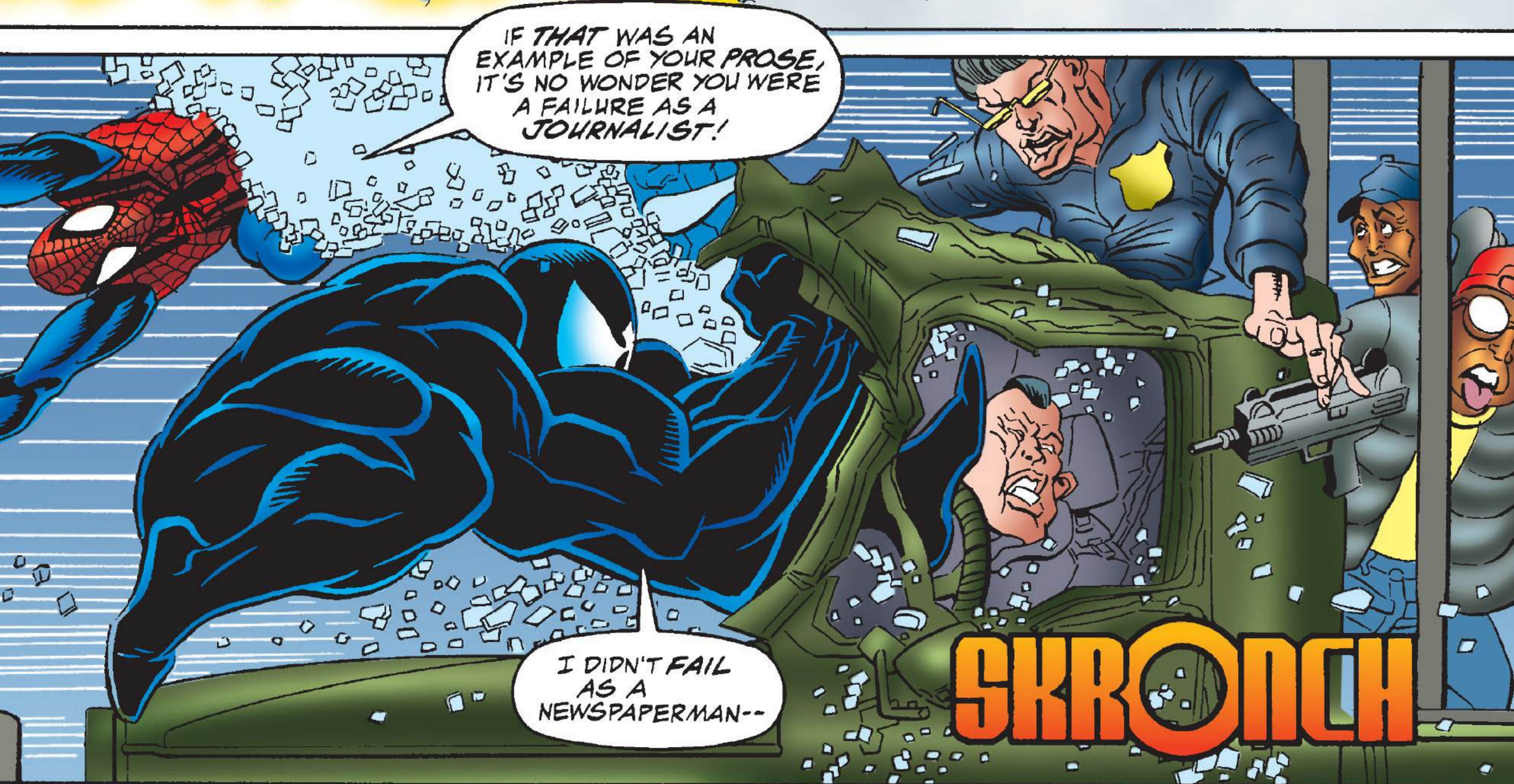
BLAM!
BLAM!
POW!

I SAID, PUT HIM DOWN, VENOM!

WHY NOT? HE'S ALL FULL OF HOLES, ANYWAY--!



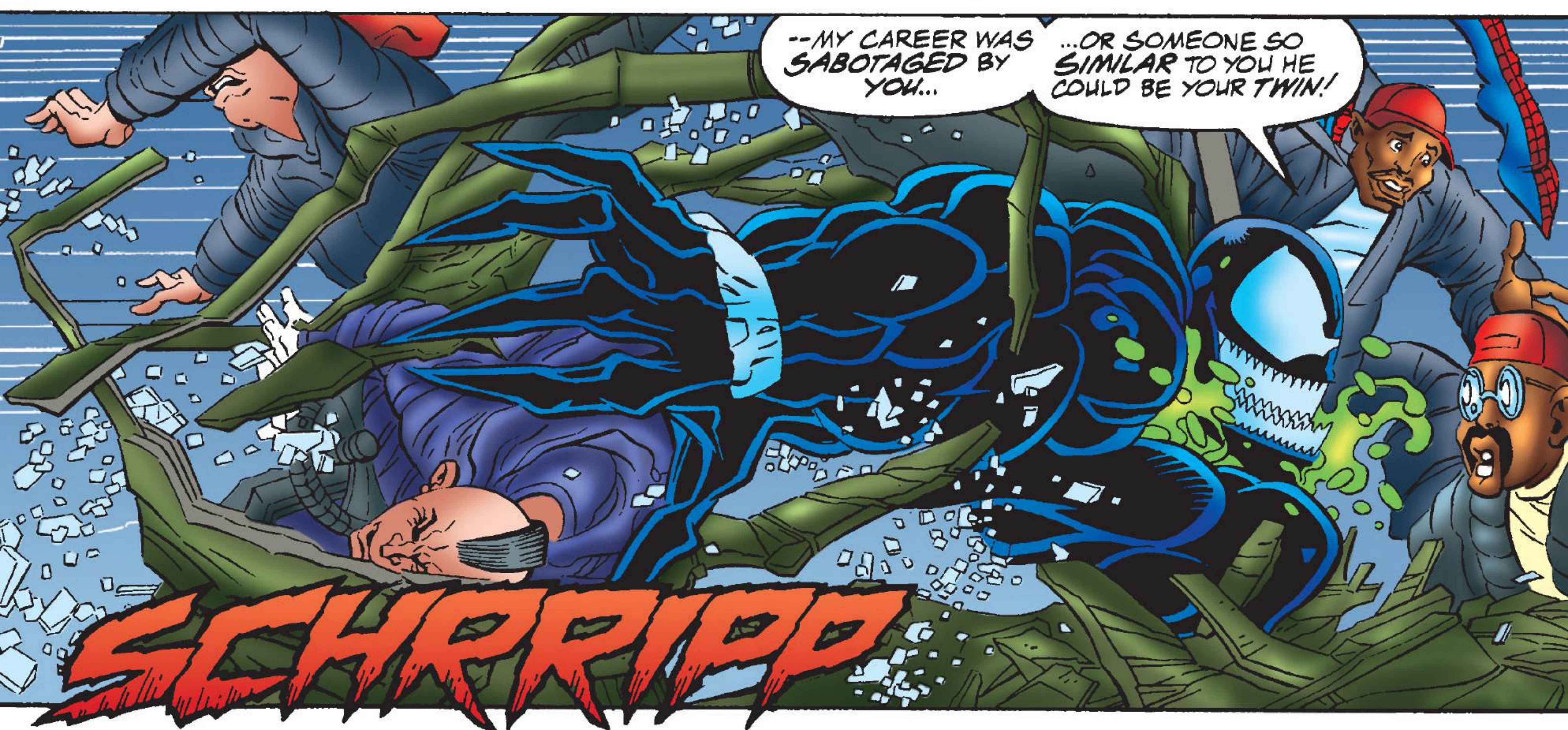
AND HE'S SERVED
HIS *PURPOSE*;
DEFLECTING THE
SLINGS AND ARROWS
OF OUTRAGEOUS
FELONS!



IF THAT WAS AN
EXAMPLE OF YOUR *PROSE*,
IT'S NO WONDER YOU WERE
A FAILURE AS A
JOURNALIST!

I DIDN'T FAIL
AS A
NEWSPERMAN--

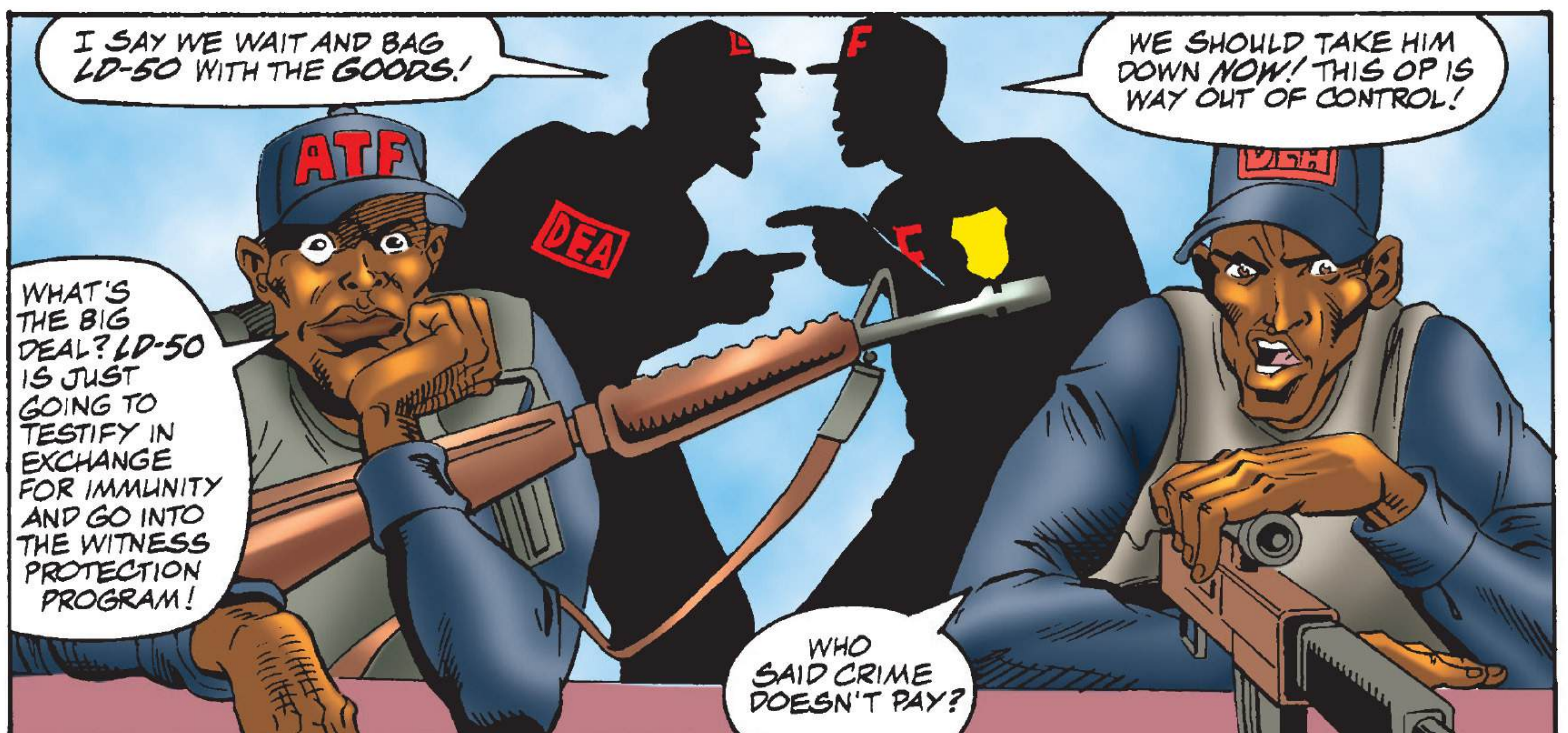
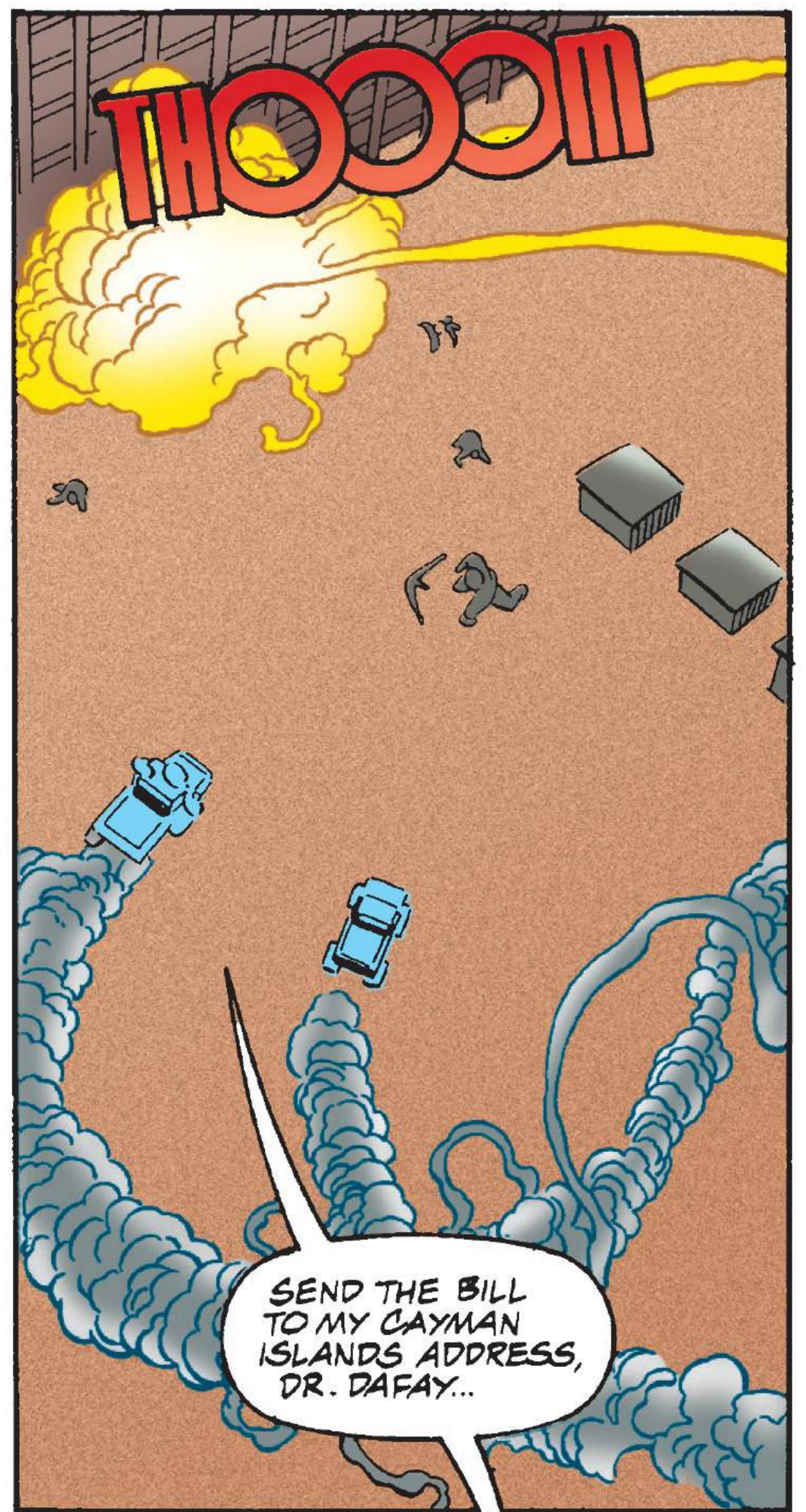
SKRONCH

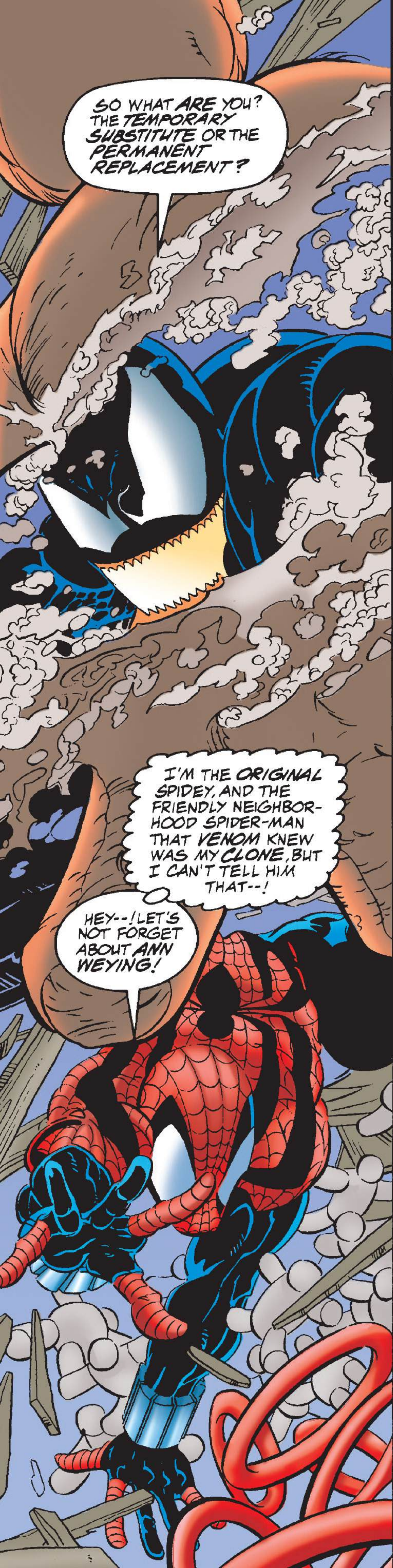


--MY CAREER WAS
SABOTAGED BY
YOU...

...OR SOMEONE SO
SIMILAR TO YOU HE
COULD BE YOUR TWIN!

SCHRRIPPO

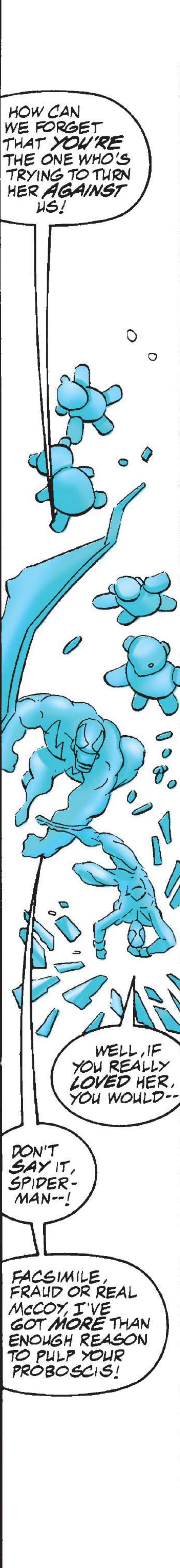




SO WHAT ARE YOU?
THE TEMPORARY
SUBSTITUTE OR THE
PERMANENT
REPLACEMENT?

I'M THE ORIGINAL
SPIDEY, AND THE
FRIENDLY NEIGHBOR-
HOOD SPIDER-MAN
THAT VENOM KNEW
WAS MY CLONE, BUT
I CAN'T TELL HIM
THAT--!

HEY--! LET'S
NOT FORGET
ABOUT ANN
WEYING!

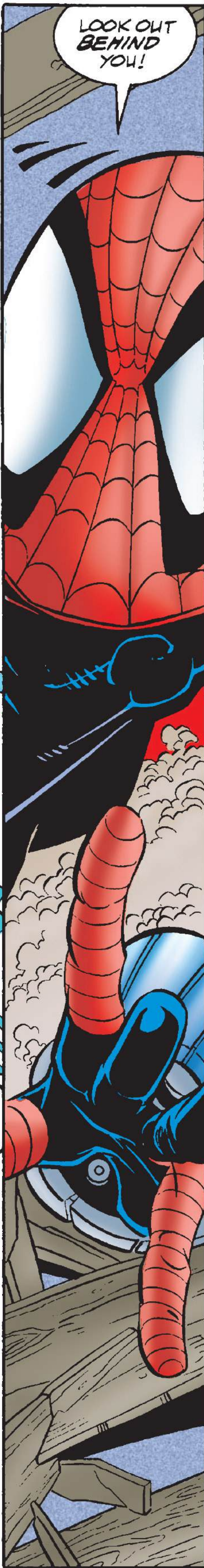


HOW CAN
WE FORGET
THAT YOU'RE
THE ONE WHO'S
TRYING TO TURN
HER AGAINST
US!

WELL, IF
YOU REALLY
LOVED HER,
YOU WOULD--

DON'T
SAY IT,
SPIDER-
MAN--!

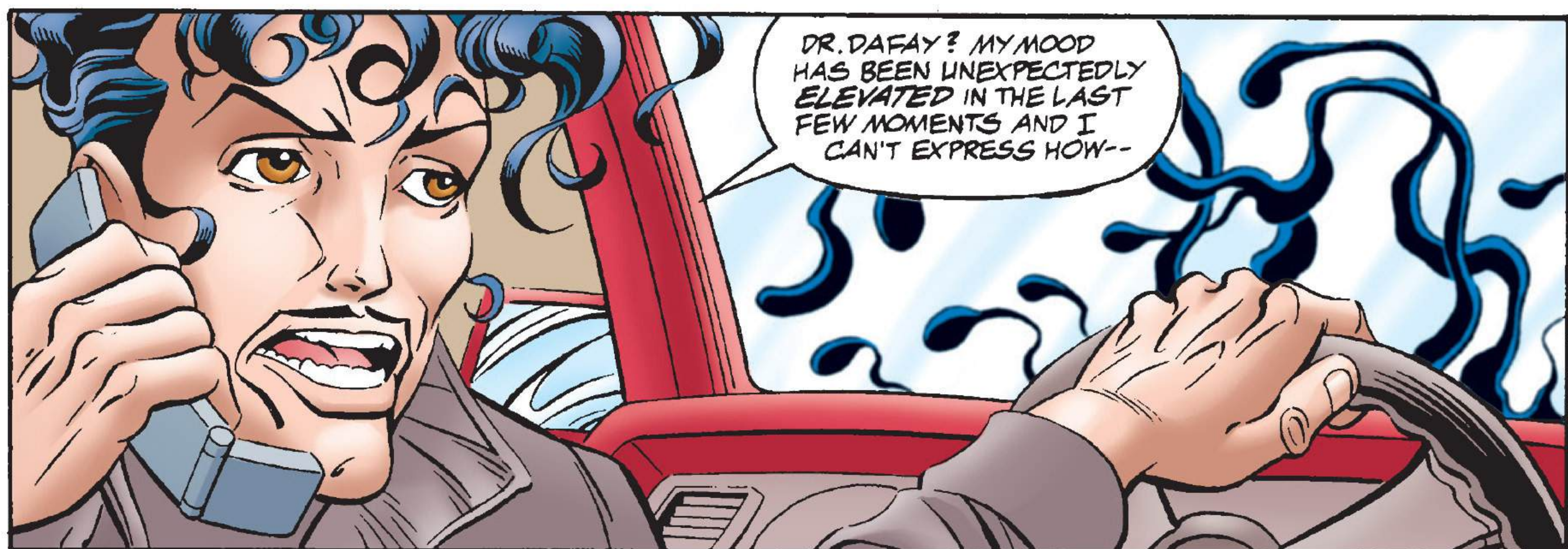
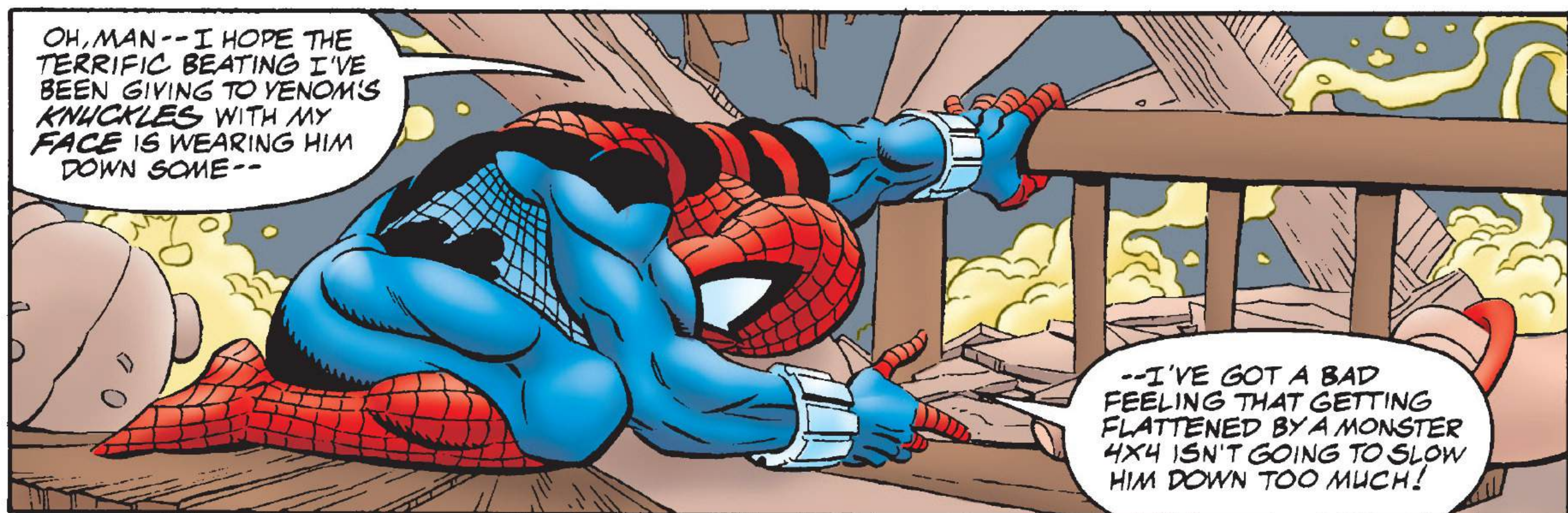
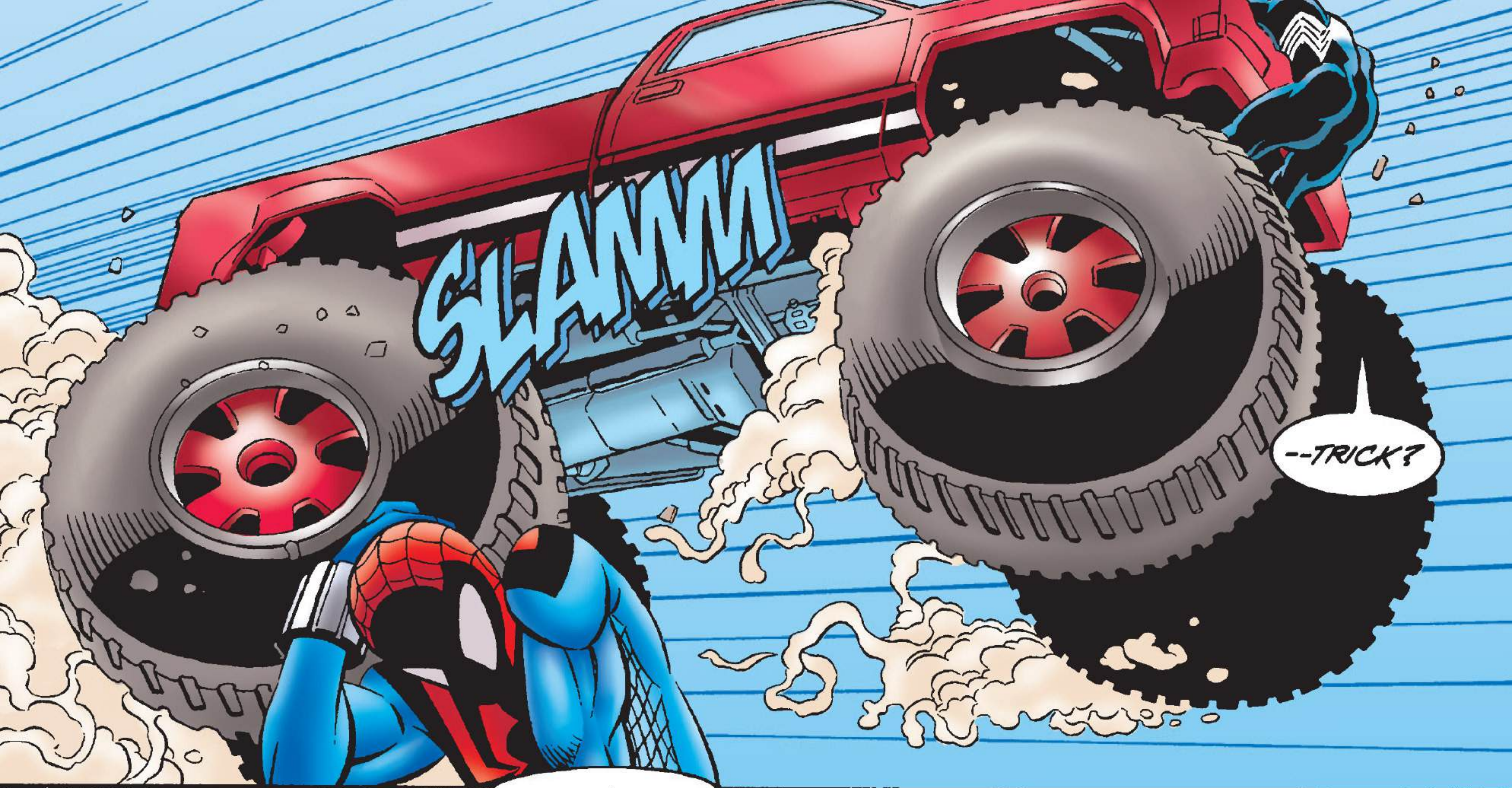
FACSIMILE,
FRAUD OR REAL
MCCOY, I'VE
GOT MORE THAN
ENOUGH REASON
TO PULP YOUR
PROBOSCI!

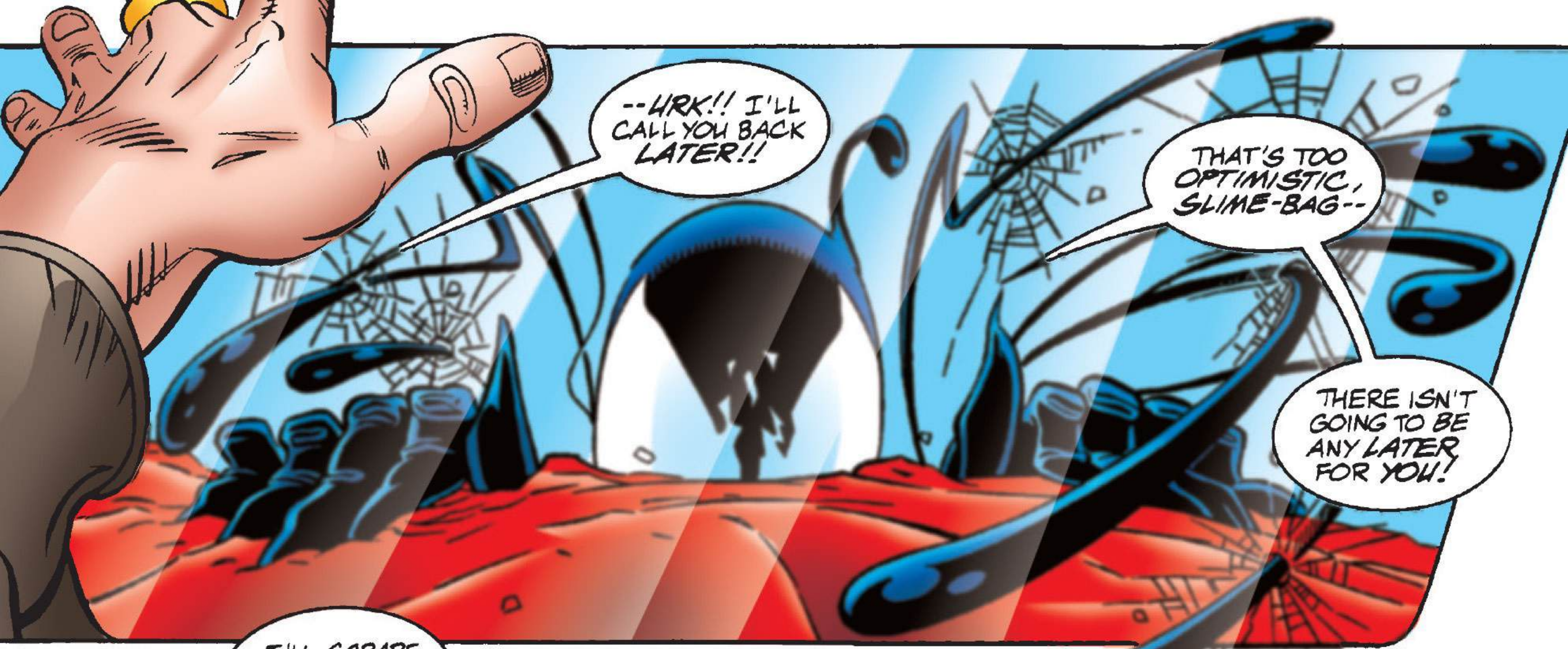


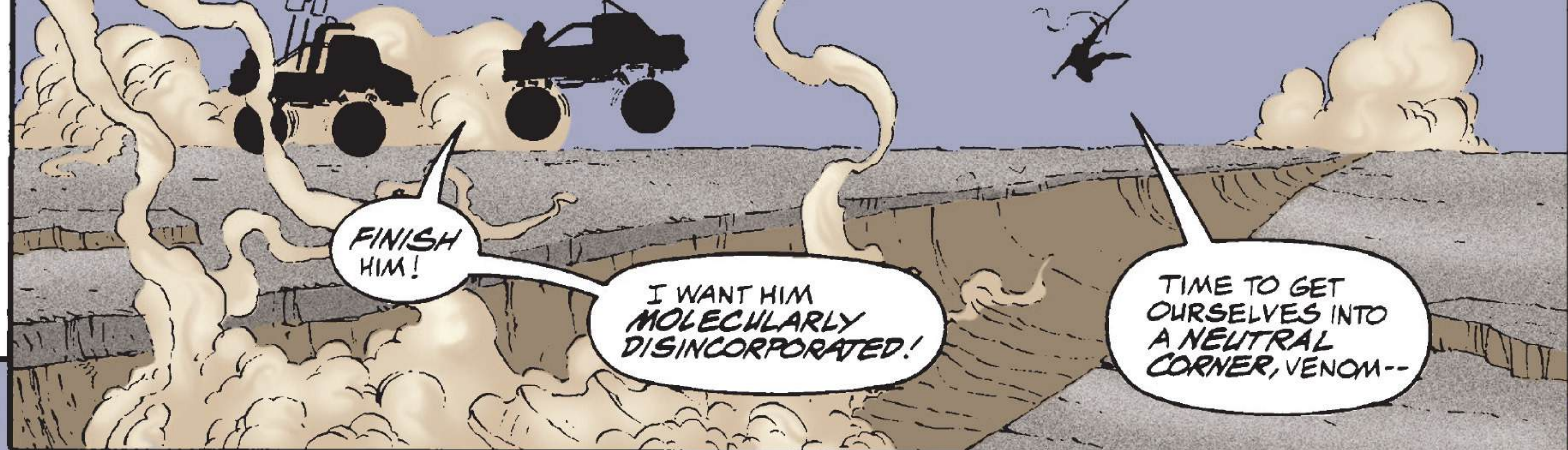
LOOK OUT
BEHIND
YOU!



HA! YOU
THINK I'D
FALL FOR
THAT OLD--



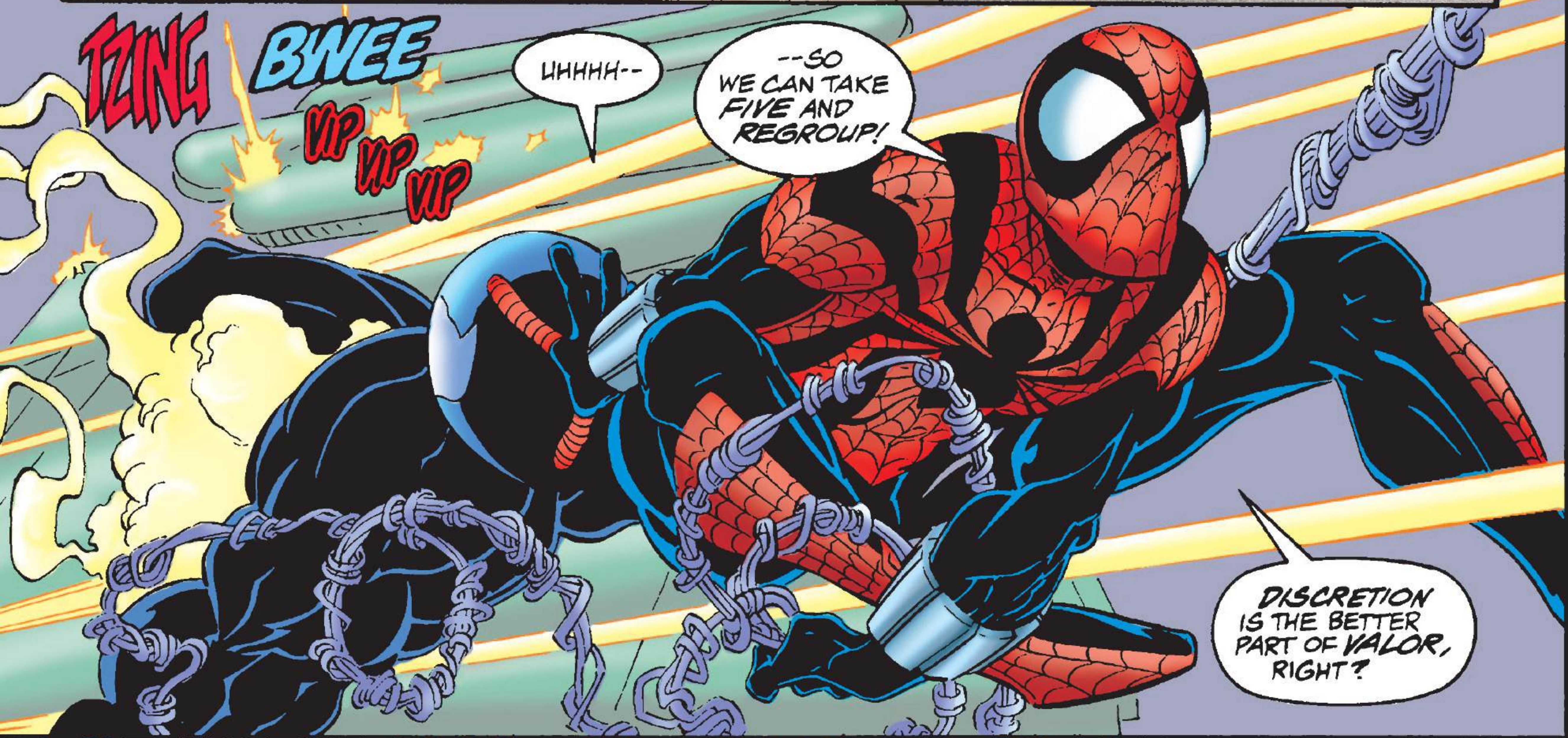




FINISH HIM!

I WANT HIM MOLECULARLY DISINCORPORATED!

TIME TO GET OURSELVES INTO A NEUTRAL CORNER, VENOM--



TZING

BWEE

VIP
VIP
VIP

UHHHH--

--SO WE CAN TAKE FIVE AND REGROUP!

DISCRETION IS THE BETTER PART OF VALOR, RIGHT?



DESIST! THE ARACHNO-HUMANOID PSYCHO-VIGILANTES HAVE BEEN PUT IN THEIR PLACE FOR NOW!

OUR TIME IS BETTER SPENT IN THE SPEEDY REMOVAL OF OUR MERCHANDISE FROM THESE ENDANGERED SPECIES!



WE'RE MOVIN' THE DRUGS AND GUNS TO ANOTHER SAFE HOUSE?

PRECISELY!

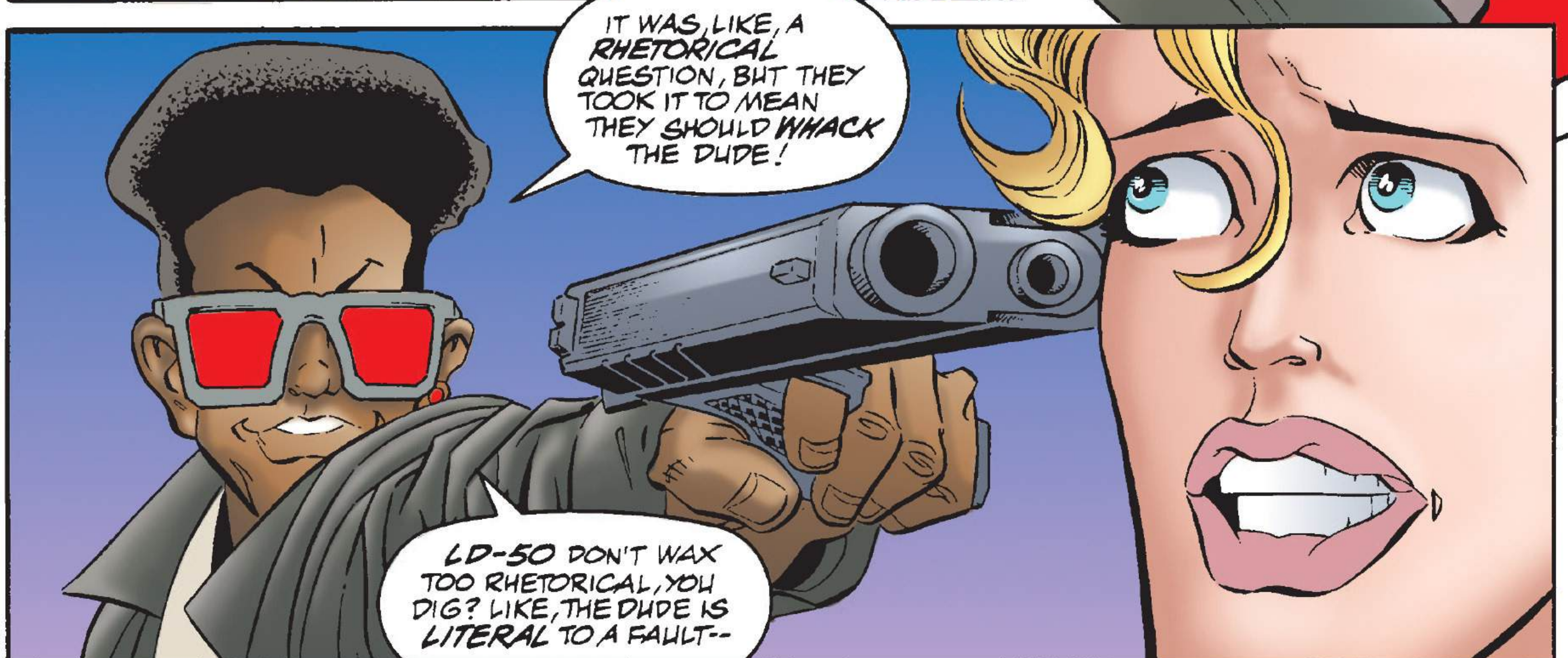


WHAT DO I DO WITH THE HOSTAGE, BOSS?

IT WOULD SEEM THAT SHE IS, SHALL WE SAY, REDUNDANT?



WHAT WAS IT THAT HENRY II ASKED THOSE FOUR KNIGHTS TO DO TO THOMAS ABECKET? YOU THINK ABOUT IT AND DO WHAT YOU HAVE TO DO, THEN COME JOIN US DOWN IN THE BUNKER.



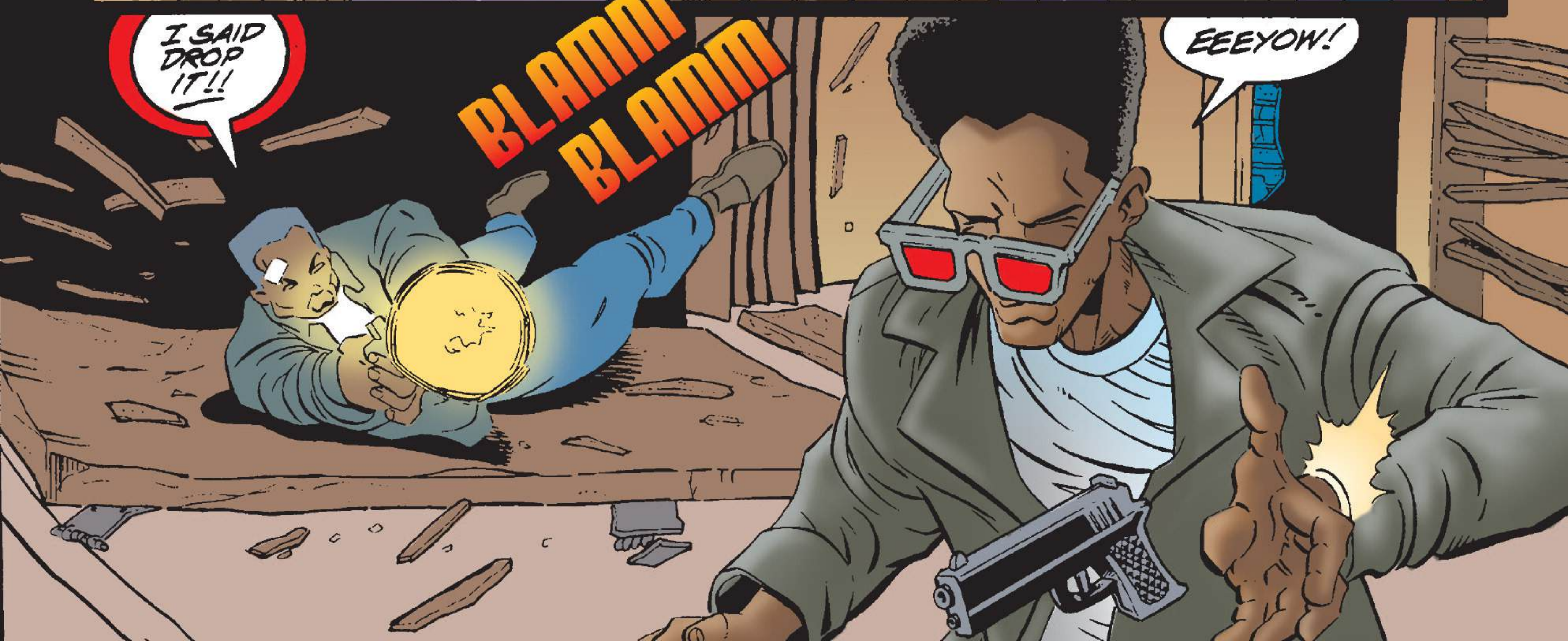
IT WAS LIKE, A RHETORICAL QUESTION, BUT THEY TOOK IT TO MEAN THEY SHOULD WHACK THE DUDE!

LD-50 DON'T WAX TOO RHETORICAL, YOU DIG? LIKE, THE DUDE IS LITERAL TO A FAULT--



DROP THE BISCUIT, SKELL!!

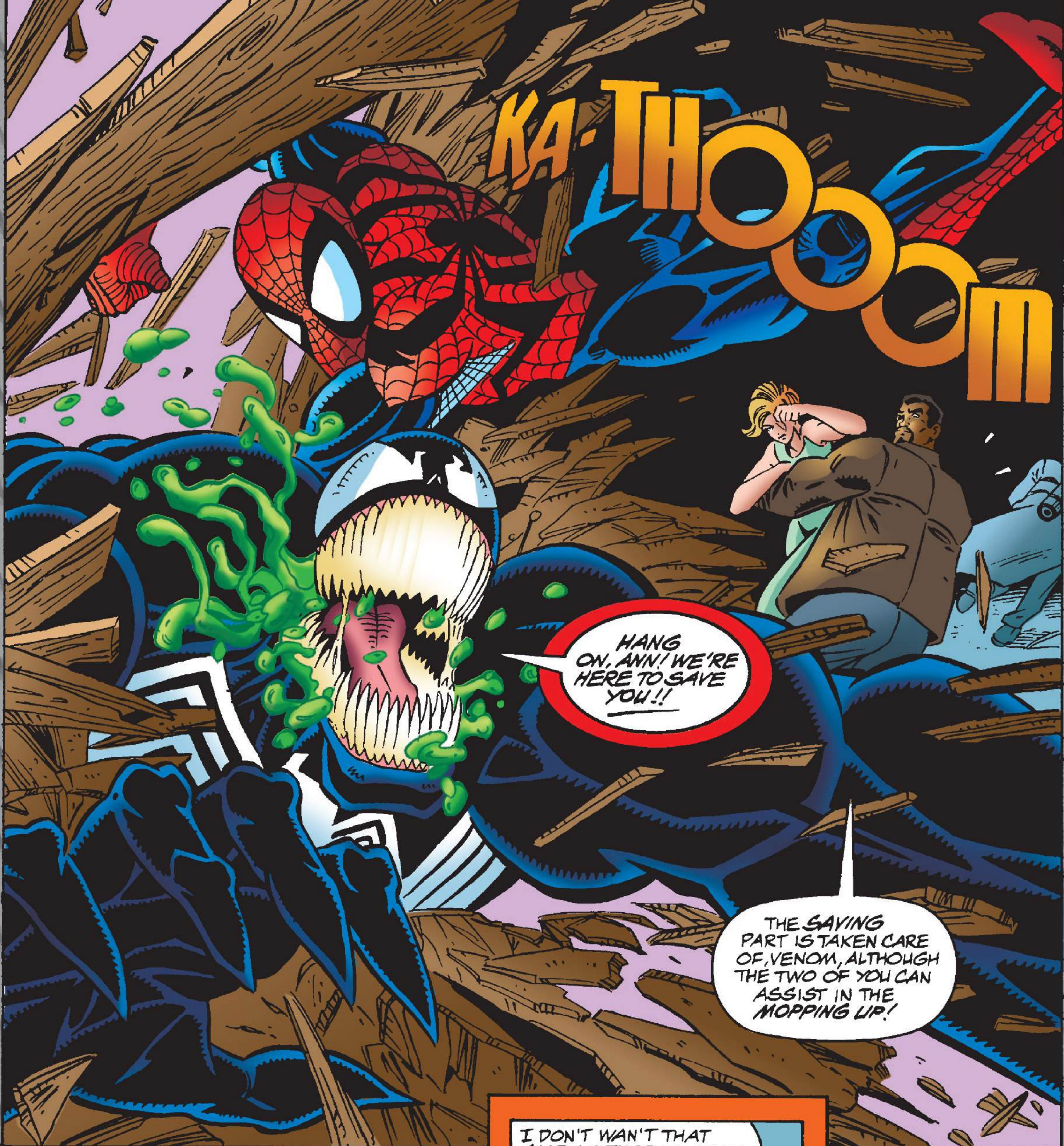
KEE-RASH



I SAID DROP IT!!

BLAMM BLAMM

EEYOW!



HANG ON, ANN! WE'RE HERE TO SAVE YOU!!

THE SAVING PART IS TAKEN CARE OF, VENOM, ALTHOUGH THE TWO OF YOU CAN ASSIST IN THE MOPPING UP!



ANN!! DID THAT CREEP HURT YOU? ARE YOU--?

YOU STAY AWAY FROM ME!!

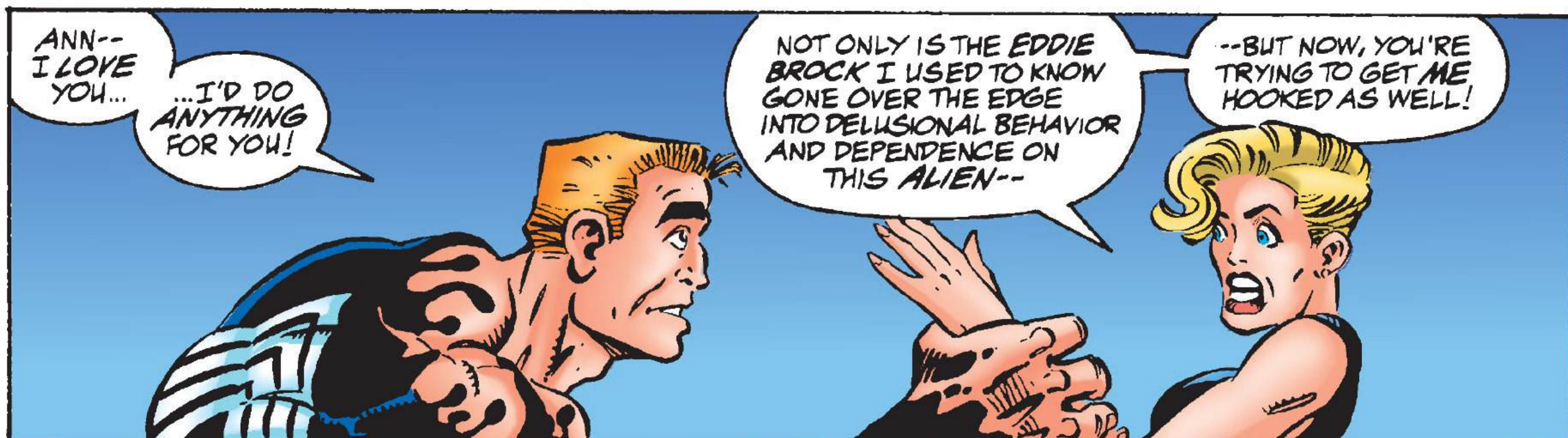
I DON'T WANT TO HAVE ANYTHING TO DO WITH YOU ANYMORE!

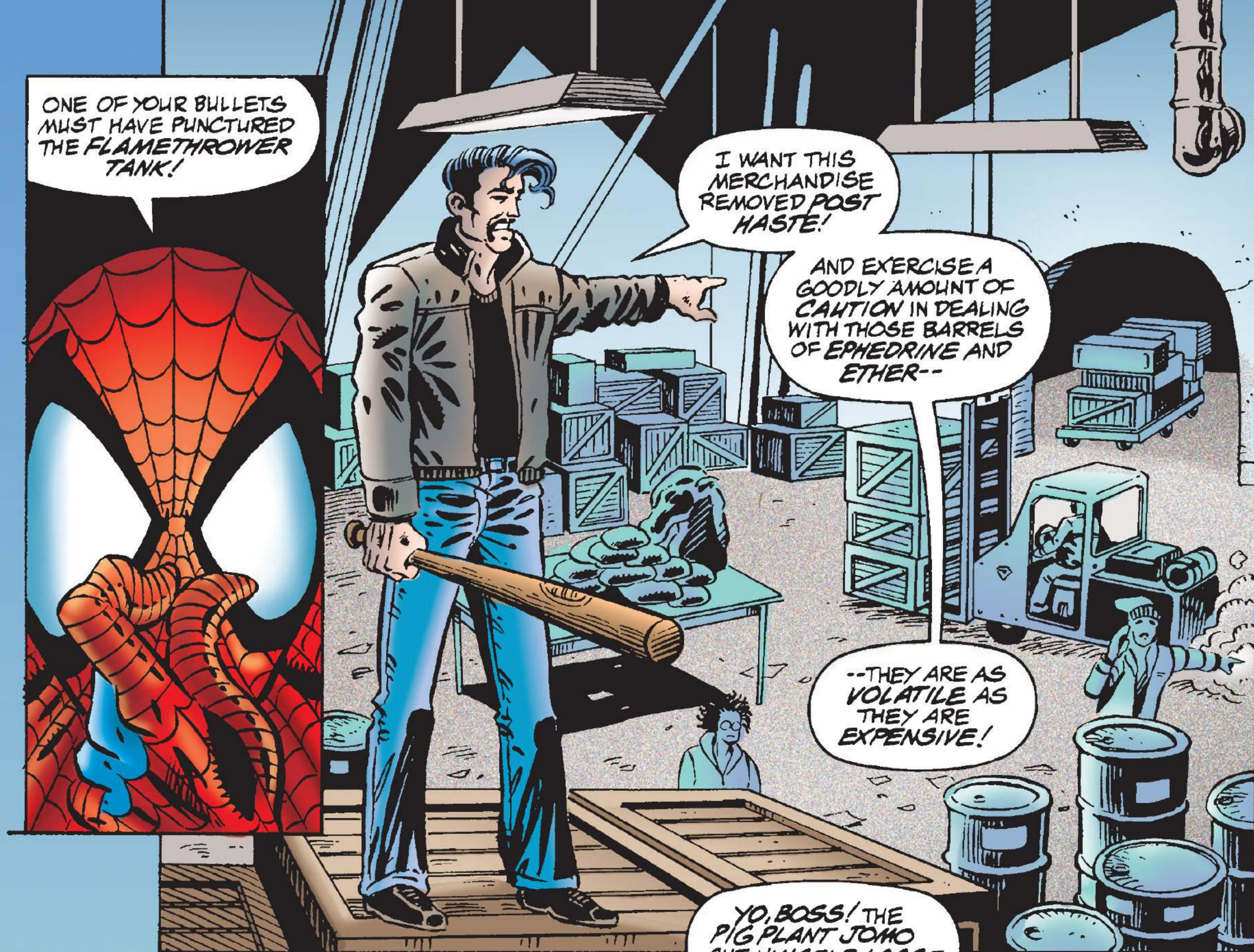
I DON'T WANT THAT ALIEN OTHER TO COME NEAR ME EVER AGAIN, EVEN IF IT'S TO SAVE MY LIFE!



HEY! WHERE DID THAT SKELL GO







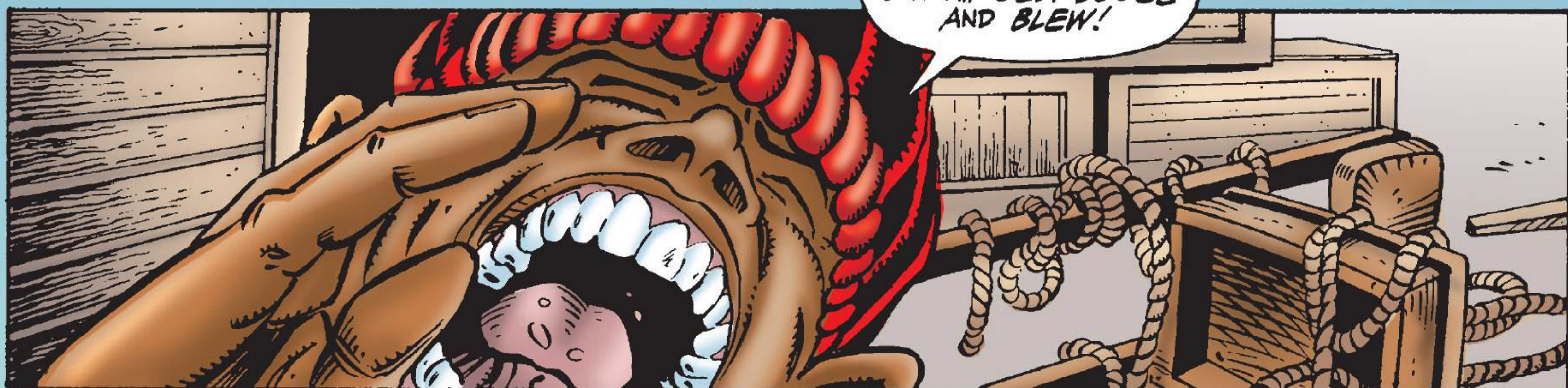
ONE OF YOUR BULLETS
MUST HAVE PUNCTURED
THE FLAMETHROWER
TANK!

I WANT THIS
MERCHANDISE
REMOVED POST
HASTE!

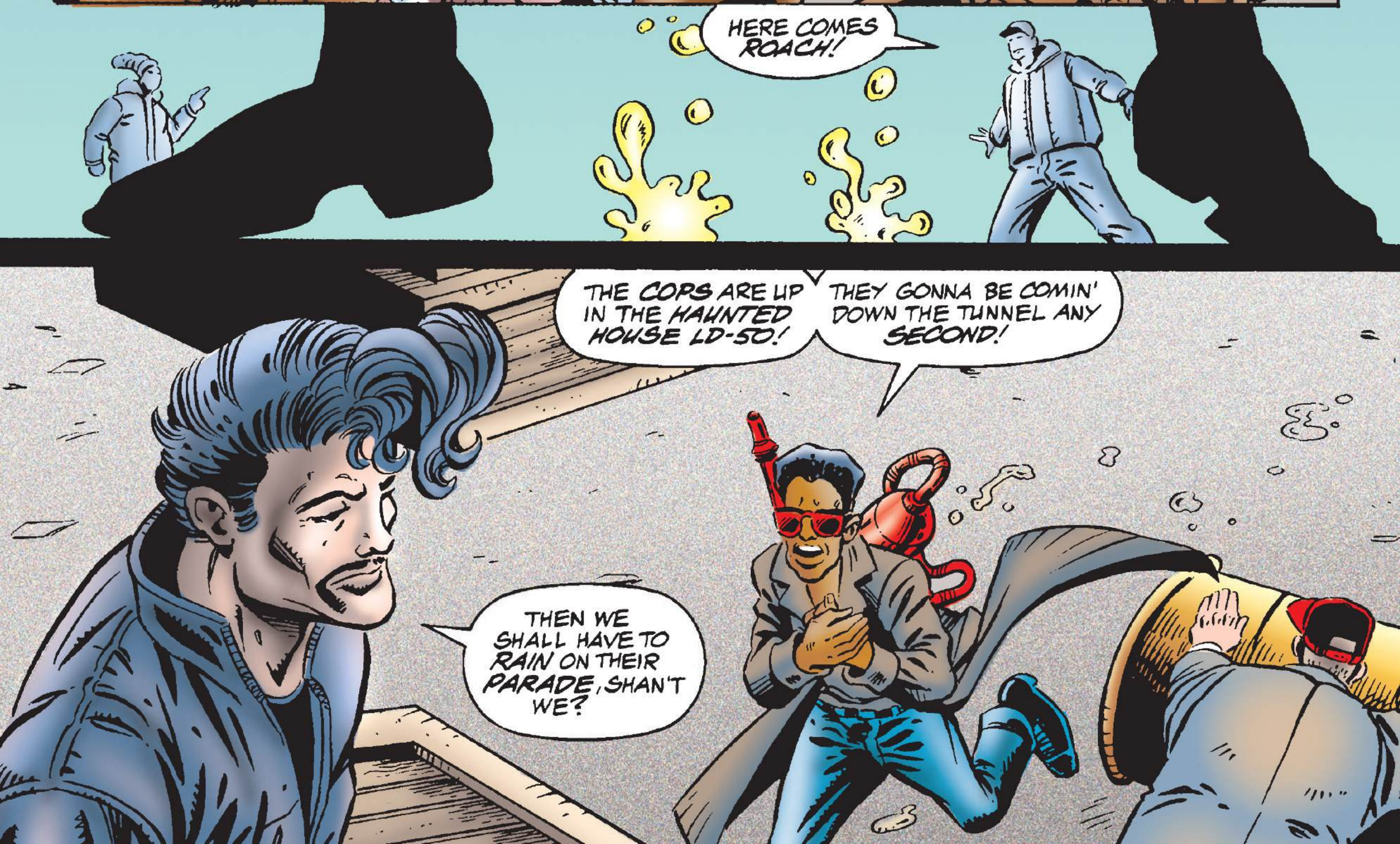
AND EXERCISE A
GOODLY AMOUNT OF
CAUTION IN DEALING
WITH THOSE BARRELS
OF EPHEDRINE AND
ETHER--

--THEY ARE AS
VOLATILE AS
THEY ARE
EXPENSIVE!

YO, BOSS! THE
PIG PLANT JOMO
CUT HIMSELF LOOSE
AND BLEW!



HERE COMES
ROACH!



THE COPS ARE UP
IN THE HAUNTED
HOUSE LD-50!

THEY GONNA BE COMIN'
DOWN THE TUNNEL ANY
SECOND!

THEN WE
SHALL HAVE TO
RAIN ON THEIR
PARADE, SHAN'T
WE?



WHAT DOES
LD-50 HAVE
DOWN IN THAT
BUNKER,
JOMO?

A HALF TON OF DRUGS,
A FEW HUNDRED CRATES
OF HEAVY ARMAMENTS...

...AND A WHOLE
MESS OF 55-
GALLON DRUMS
FULL OF
EPHEDRINE AND
ETHER!

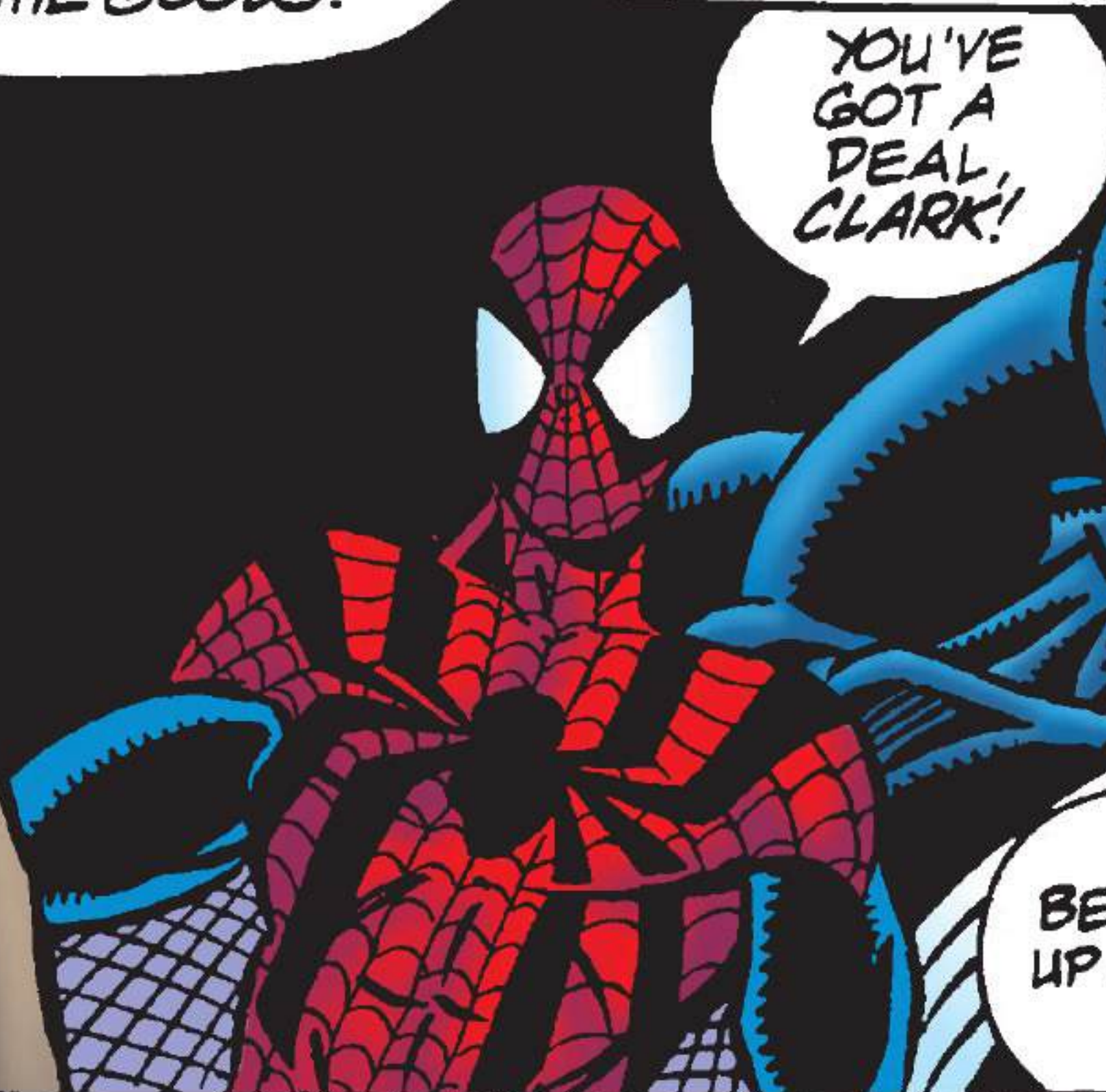
THAT'S THE STUFF
THEY USE TO PROCESS
METH-AMPHETAMINE
AND COCAINE.



GOOD GRIEF!
THEY STORE THAT STUFF
WITH **EXPLOSIVES**
AND **AMMO**??

IF THERE REALLY IS A
BIG STASH OF GUNS AND
DOPE DOWN THERE, THEN
WE HAD BETTER GO AND
STOP THOSE BAD BOYS
BEFORE THEY SPLIT
WITH THE GOODS!

I AM WILLING TO IGNORE THE
PRESENCE OF A KNOWN FELON
AND A NOTORIOUS COSTUMED
VIGILANTE IN THE BEST INTERESTS
OF THE PUBLIC IF THEY WILL HELP
APPREHEND THESE DIRT-BAGS...



YOU'VE
GOT A
DEAL,
CLARK!

IT MIGHT BE
BETTER TO SNEAK
UP ON THEM IN THE
DARK!

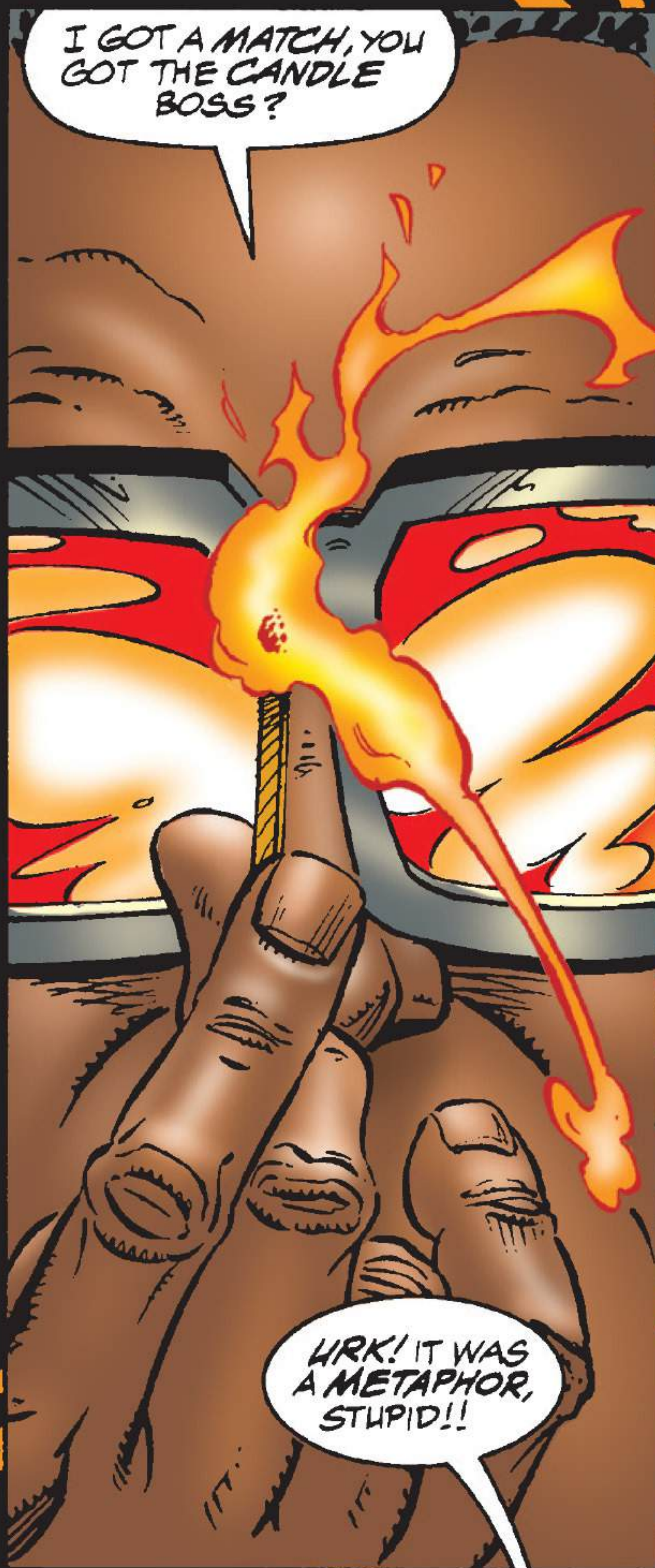


KA-SHUNK

IN THE BUNKER...

DAG! WHAT
HAPPENED TO
THE LIGHTS?

'TIS BETTER TO
LIGHT A CANDLE
THAN TO CURSE THE
DARKNESS--





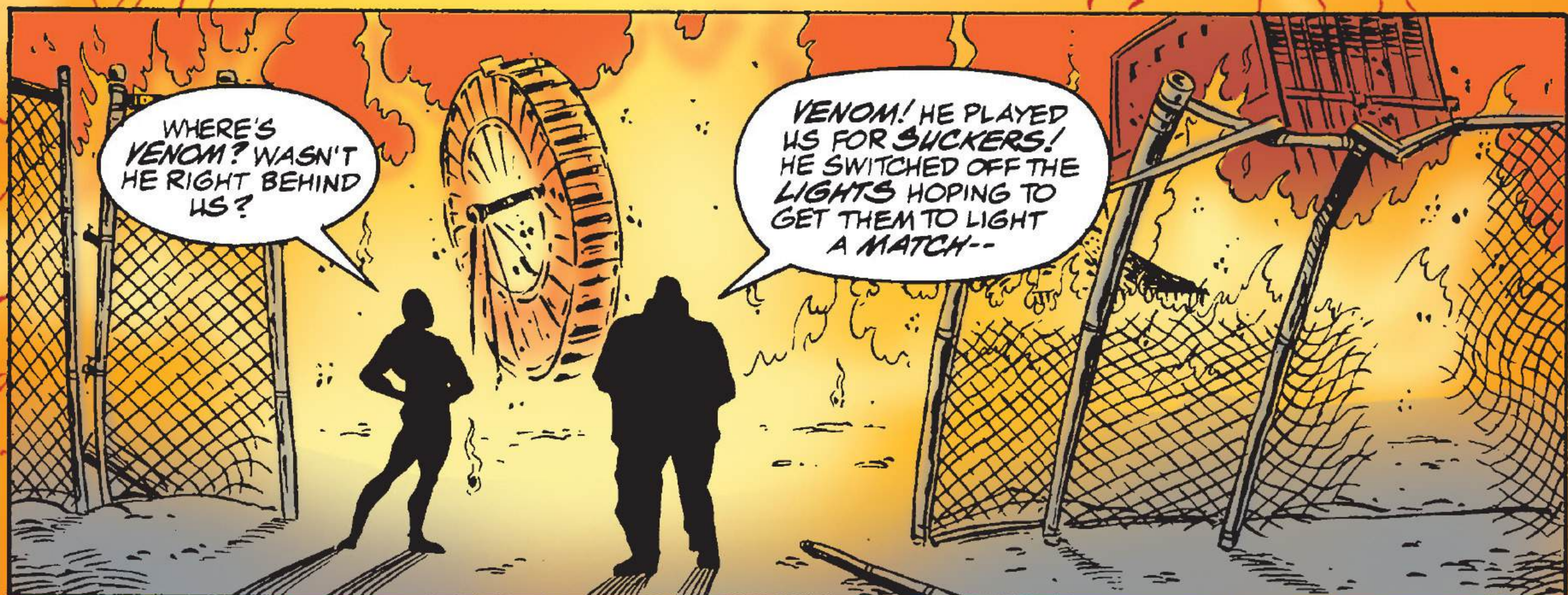
LOOK OUT!!
IT'S RAINING
GUNS!!



YOW! I
HAVEN'T RUN
THAT FAST
SINCE HIGH
SCHOOL!

YOU
WERE ON
THE TRACK
TEAM?

NAH. JUST
UNPOPULAR.



WHERE'S
VENOM? WASN'T
HE RIGHT BEHIND
US?

VENOM! HE PLAYED
US FOR SUCKERS!
HE SWITCHED OFF THE
LIGHTS HOPING TO
GET THEM TO LIGHT
A MATCH--

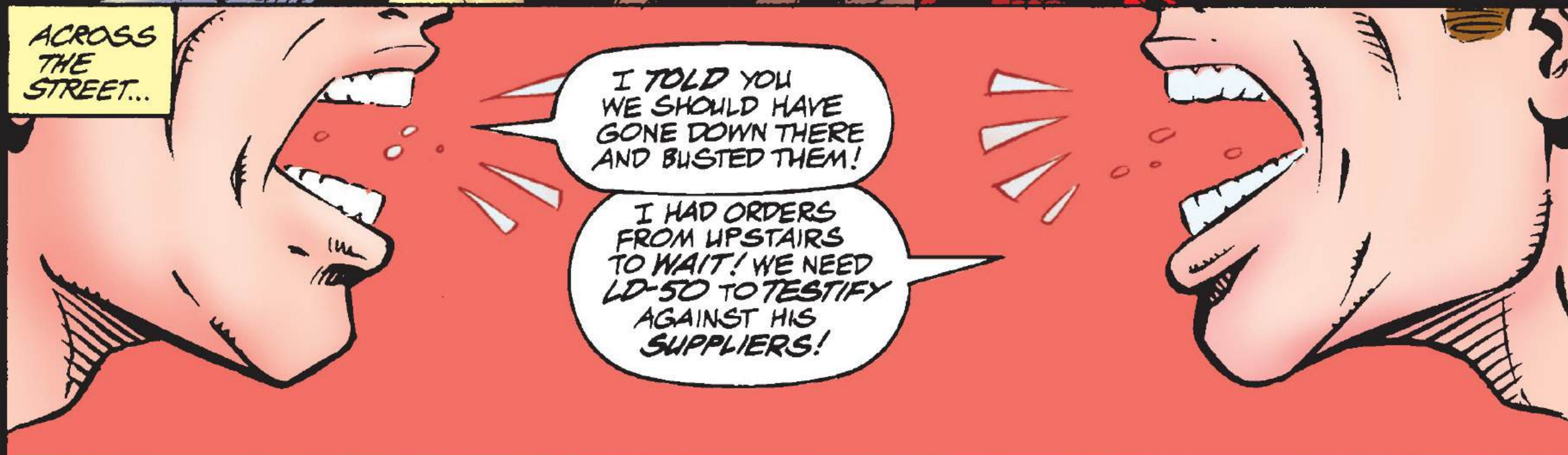


--AND HIS
BET PAID
OFF!

THAT MANIAC
WAS ACTING AS
JUDGE, JURY AND
EXECUTIONER!

I'M GOING
TO HAVE TO
DEAL WITH
HIM...

...IF I CAN
EVER TRACK
HIM DOWN
AGAIN!



ACROSS
THE
STREET...

I TOLD YOU
WE SHOULD HAVE
GONE DOWN THERE
AND BUSTED THEM!

I HAD ORDERS
FROM UPSTAIRS
TO WAIT! WE NEED
LD-50 TO TESTIFY
AGAINST HIS
SUPPLIERS!



SO NOW,
WE'VE GOT
NOTHING!!

WHAT ARE THEY
TALKING ABOUT?
AT LEAST THAT
SLIME-BAG IS OFF
THE STREETS!



WE HAVE ALL THE
MORE REASON TO
HATE SPIDER-MAN,
EVEN IF THIS ONE IS
ONLY THE PRETENDER
TO THE TITLE--

--BUT WE WON'T
THROW AWAY OUR
ONLY CHANCE AT
RECONCILIATION
WITH ANN!

NO! WE MUST
REDIRECT
OUR ANGER--



--CHANNEL OUR
RESTIVE ENERGIES
TOWARD THE RUTH-
LESS PARASITES
WHO PREY ON THE
INNOCENT!

NEXT

VENOM: THE HUNTED!

#1

FEB
\$1.95 US
\$2.95 CAN

THE SENSATIONAL SPIDER-MAN

MARVEL
SPIDER-MAN
GROUP

APPROVED
BY THE
COMICS
CODE
AUTHORITY



MEDIA
BLIZZARD!

PART
1 OF
3



His given name is **Peter Parker**. While in high school he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself **Ben Reilly**, and, as a costumed crimefighter, he continues his crusade... for he understands that with great power comes great responsibility!

Stan Lee presents:
THE SENSATIONAL SPIDER-MAN!

of Mists and Mirrors

**MEDIA
BLIZZARD!** PART 1 OF 3

Dan Jurgens - Writer/Artist
Klaus Janson - Finishing Artist
Gregory Wright - Colorist
Starkings & Comcraft - Letters
Malibu's Hues - Computer Color
Bob Budiansky - Editor In Chief

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SPIDER-MAN!

AH, THE
EVER-FRIENDLY
**DAILY
BUGLE!**

WONDER
WHAT DEPTHS
OF YELLOW
JOURNALISM
JOLLY J. JONAH
JAMESON IS
PLUMBING
TODAY?

MAYBE
HE'S TIRED OF
BASHING SUPER
HEROES AND HAS
DECIDED TO NAIL
PEOPLE WHO
REALLY TICK
HIM OFF?

LIKE
**MOTHER
TERESA!**



CHECK
IT OUT! BLIZZARD
OF THE CENTURY
MOVING TOWARD
NEW YORK!

**STORM OF
THE CENTURY**
WORST
EVER

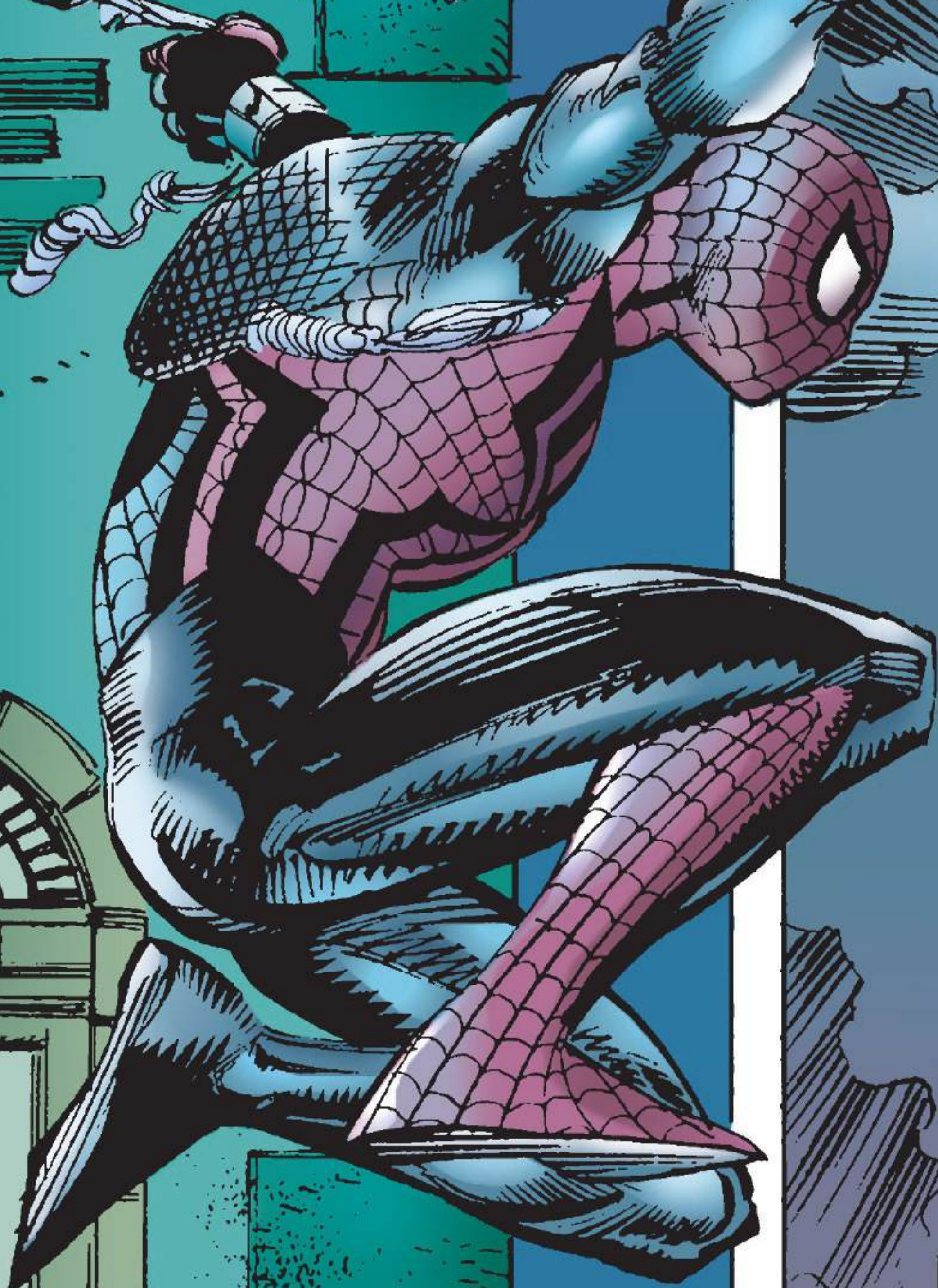
What's this?
If you missed
the first three days
New York's mysterious
new network,
then tune in tonight
and find out what
everyone's talking
about!
MYSTERY VISION!
Call your cable
service NOW!



SOUNDS
INTERESTING!
TOO BAD I'M SO
BROKE --

-- THAT
I DON'T
HAVE A
TV!

Ah,
WELL, I'D
BETTER GET
BACK TO WORK!
JUST WANTED TO
GET OUT DURING
MY BREAK --



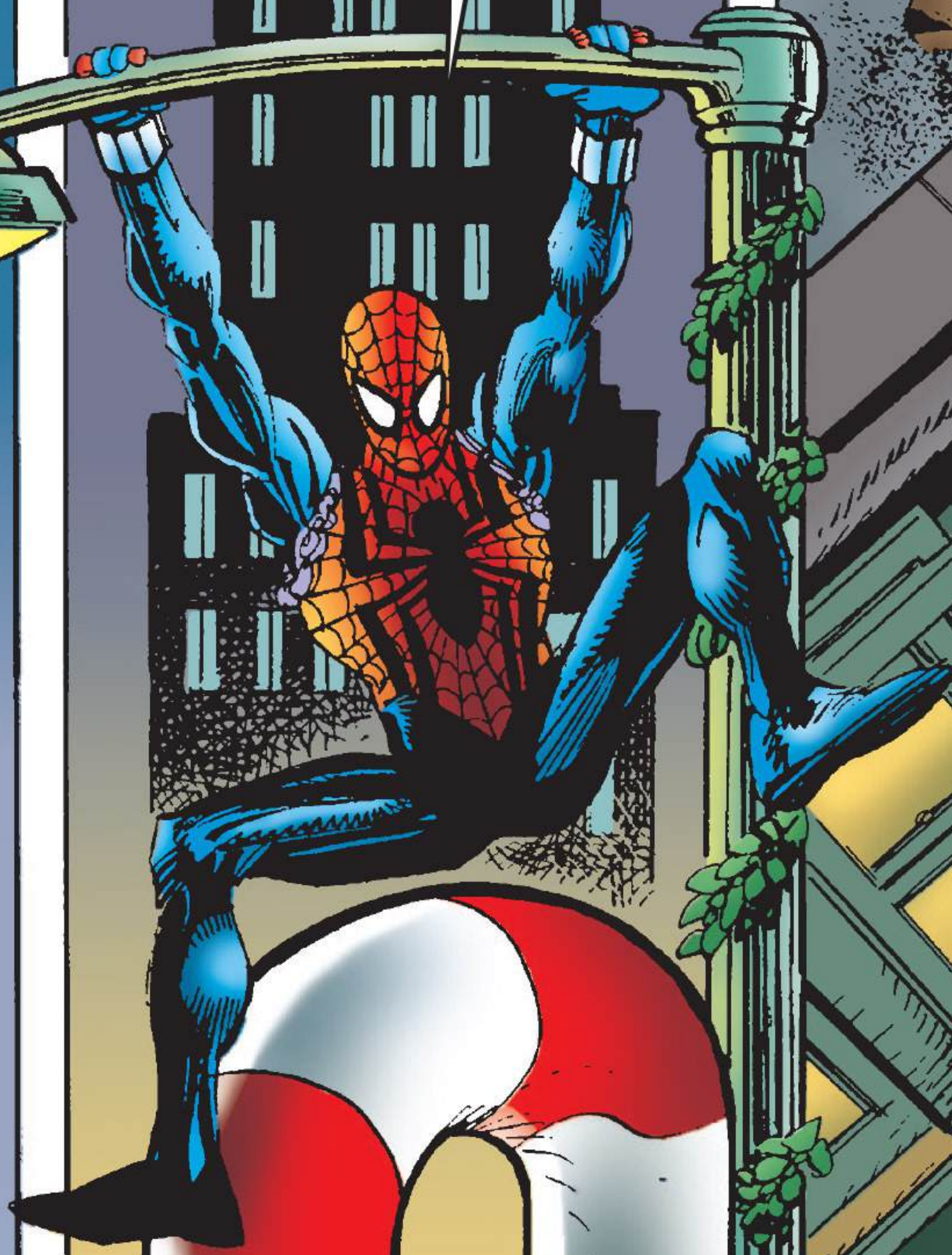
THE
CHIP IS SOME
REVOLUTIONARY
TECHNOLOGY THAT
WAS RIPPED OFF BY
THAT **ARMADA** GUY
A COUPLE OF
WEEKS AGO.

IT'D BE
NICE IF I
COULD LOCATE
IT AND RETURN
IT TO **PROFESSOR**
RAMIREZ FOR A
TIDY LITTLE
CHRISTMAS
PRESENT!

-- TO
CLEAR MY
HEAD, GET
A WORK-
OUT --

-- AND
SEE IF THERE
WAS ANY SIGN
OF THE STOLEN
D.I.T. CHIP!

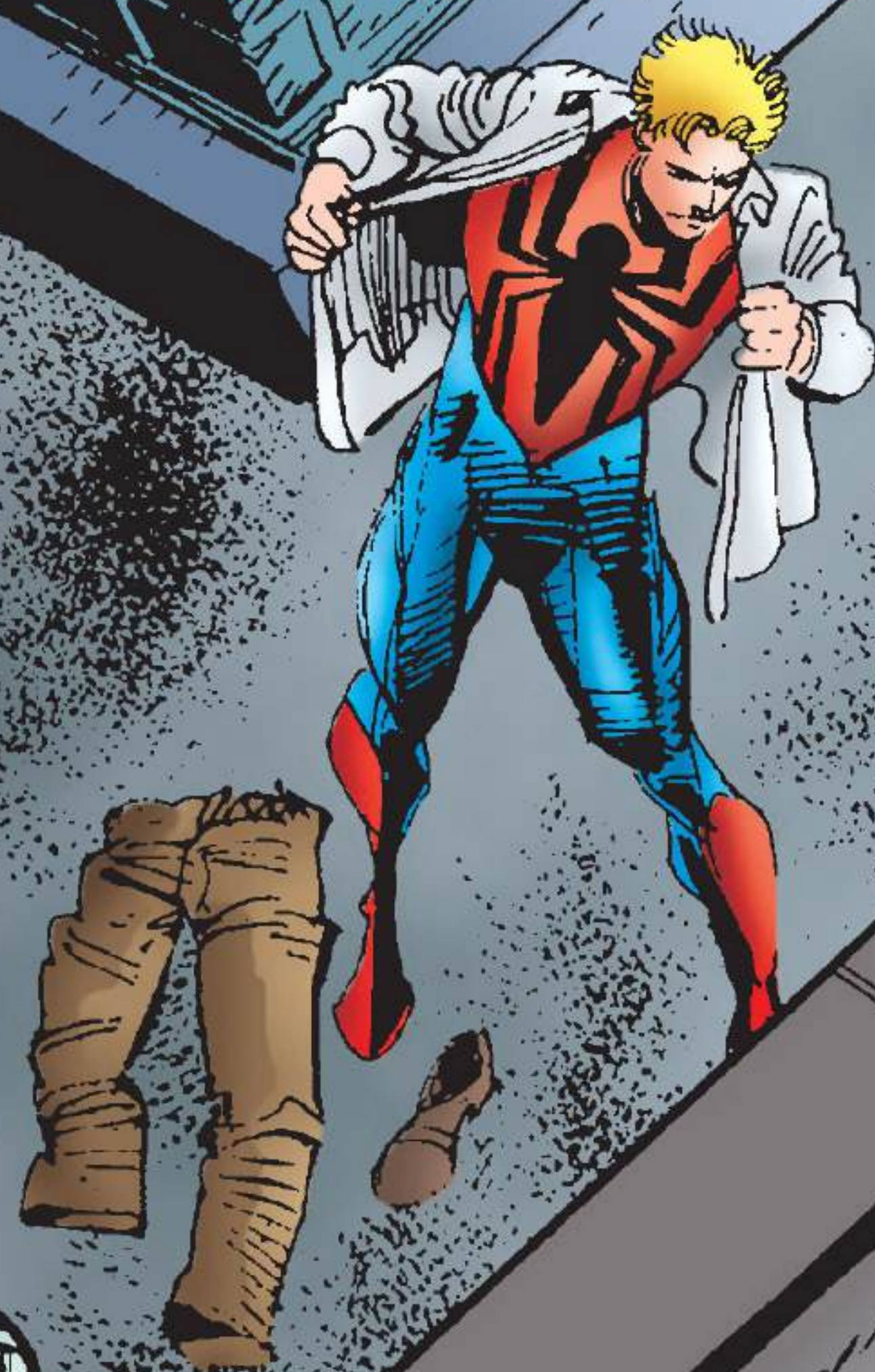
1st
CONTINENTAL
BANK



AS SHOWN IN
SENSATIONAL
SPIDER-MAN
#0 - Bob.

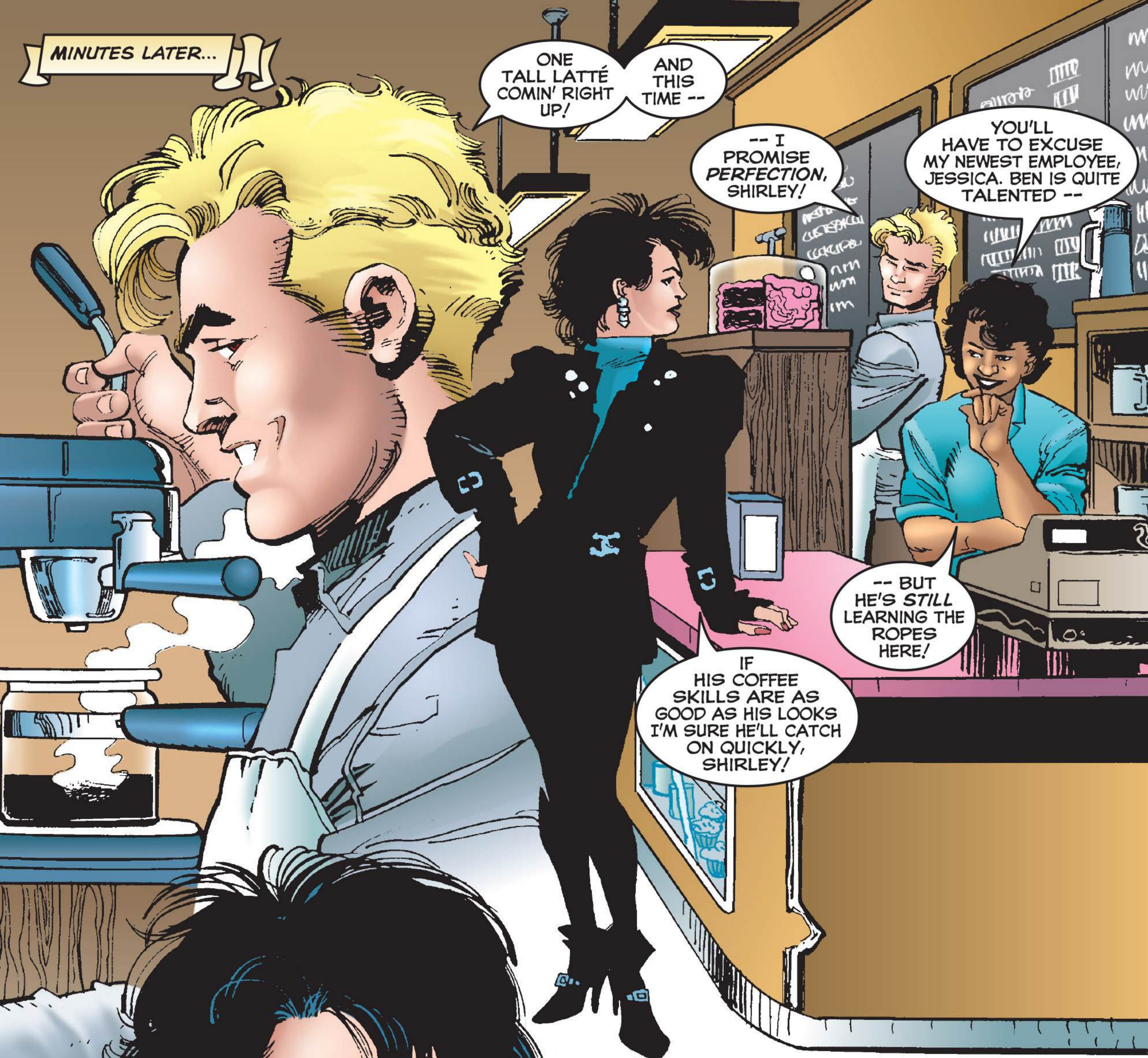
I'LL
HAVE TO
WORRY ABOUT
THAT LATER! RIGHT
NOW, **BEN REILLY**
HAS TO GET BACK
ON THE
JOB!

BESIDES,
IT'S TOO COLD
TO BE JUMPING
AROUND IN
THESE GLORIFIED
UNDERROOS!



The
Daily
Grind

MINUTES LATER...



ONE TALL LATTE COMIN' RIGHT UP!

AND THIS TIME --

-- I PROMISE PERFECTION, SHIRLEY!

YOU'LL HAVE TO EXCUSE MY NEWEST EMPLOYEE, JESSICA. BEN IS QUITE TALENTED --

-- BUT HE'S STILL LEARNING THE ROPES HERE!

IF HIS COFFEE SKILLS ARE AS GOOD AS HIS LOOKS I'M SURE HE'LL CATCH ON QUICKLY, SHIRLEY!



Y'KNOW, I DON'T THINK I'VE EVER SEEN IT SO QUIET IN HERE! I KNOW IT'S CHRISTMAS BREAK AND ALL --

-- BUT YOU'D THINK THERE'D BE SOME STUDENTS HANGING OUT!



IT'S THAT NEW NETWORK ON TV -- MYSTERY-VISION, I THINK THEY CALL IT!

EVEN MY SON IS ADDICTED! I CAN'T TEAR HIM AWAY!

ONE TALL LATTE, PERFECTLY STEAMED!

IF YOU'RE CLAIMING PERFECTION, YOU'RE SETTING YOURSELF UP FOR A FALL, MISTER!

I'M A REALLL STRONG CRITIC!

PHOTO BOOKS?
ARE YOU A
PHOTO STUDENT
OVER AT
CENTENNIAL
U?

PHOTO STUDENT,
ART STUDENT...
JUST ABOUT ANY-
THING THAT
ALLOWS ME TO
AVOID REAL
WORK!

REALLY?
I USED TO DABBLE
IN PHOTOGRAPHY A
LOT MYSELF. IN ANOTHER
LIFETIME FROM LONG
AGO, I GUESS...

YEAH, BUT
THE SCHOOL IS
STILL OPEN AND
IT GIVES ME TOTAL
AND COMPLETE
FREEDOM TO USE
THE PHOTO
FACILITIES!

YOUR
FAMILY ISN'T
BEGGING YOU
TO COME HOME
FOR THE
HOLIDAYS?

...WHEN I
WAS STILL
GOING BY THE NAME
PETER PARKER AND
WORKING FOR THE
BUGLE!

IN THAT
CASE, HAVE
A SEAT AND
WE CAN TALK
SHOP,
MISTER...

BEN
REILLY.
CALL ME
BEN.

HEY!
THIS LATTÉ
REALLY *IS* GOOD!
CONGRATULATIONS,
BENJY!

I'M
SURPRISED
YOU'RE HERE!
CENTENNIAL IS OFF
FOR CHRISTMAS BREAK
AND MOST OF THE
STUDENTS WENT
HOME!

NO WAY.
MY FAMILY IS LONG
GONE FOR THE MOST
PART. MY BIRTH
MOTHER DIED WHEN
I WAS JUST A
BABY --

-- AND I
SPENT THE REST
OF MY LIFE BOUNCING
AROUND IN A NUMBER
OF FOSTER
HOMES.

BELIEVE
ME, THERE'S
NO FAMILY I WANT
TO **REMEMBER**,
MUCH LESS
RETURN
TO.

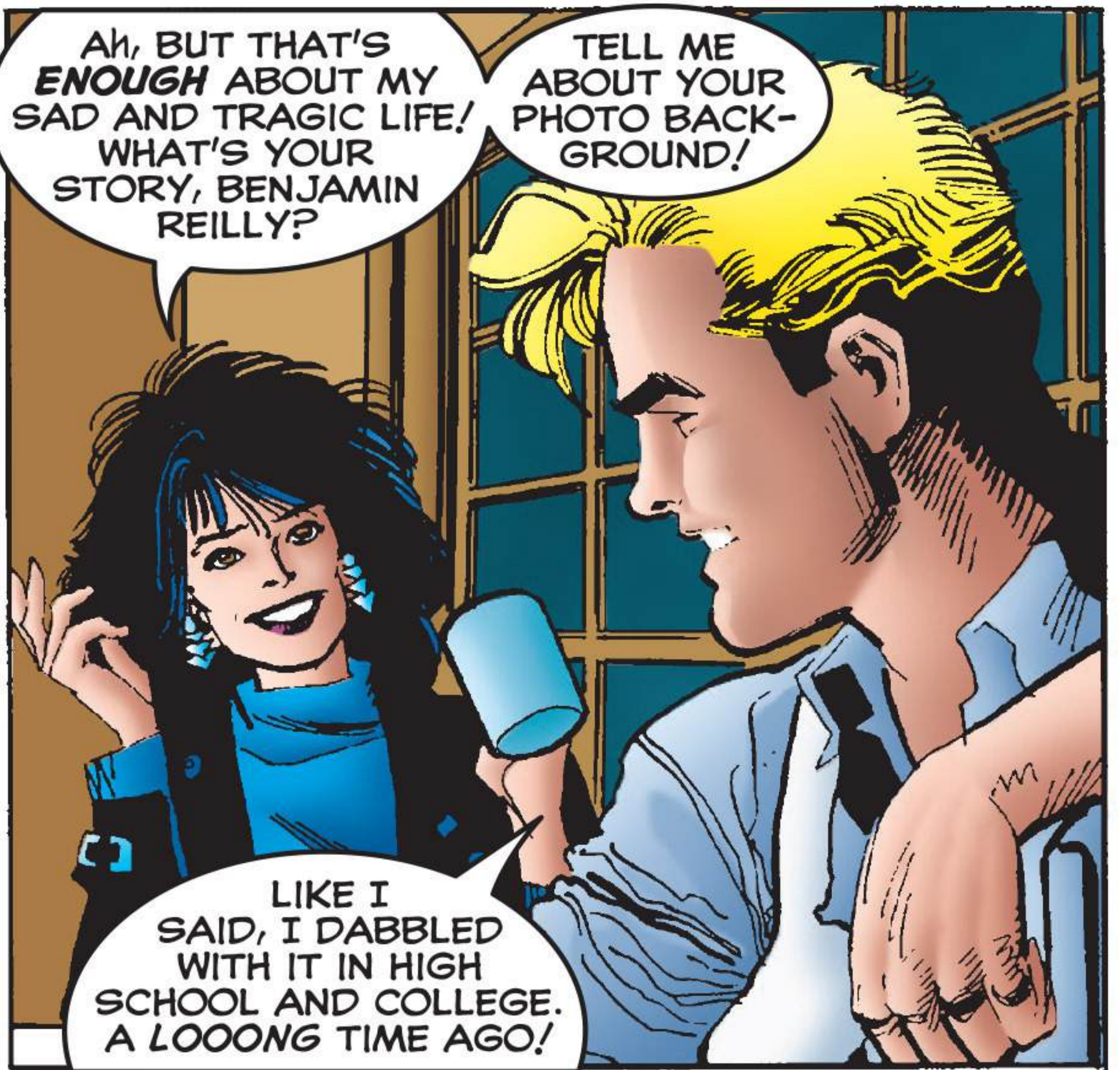
WOW.
I'M SORRY
TO HEAR THAT,
JESSICA. WHAT
ABOUT YOUR
FATHER?



Oh, my **FATHER** WAS ONE OF THE **GREATEST** GUYS YOU COULD EVER HOPE TO MEET!

HE WAS TOTALLY DEVOTED TO ME, BUT HE WAS UP AGAINST A LOT IN LIFE.

HE COULDN'T TAKE CARE OF ME, AND HE DIED WHEN I WAS IN MY TEENS.



Ah, BUT THAT'S **ENOUGH** ABOUT MY SAD AND TRAGIC LIFE! WHAT'S YOUR STORY, BENJAMIN REILLY?

TELL ME ABOUT YOUR PHOTO BACK-GROUND!

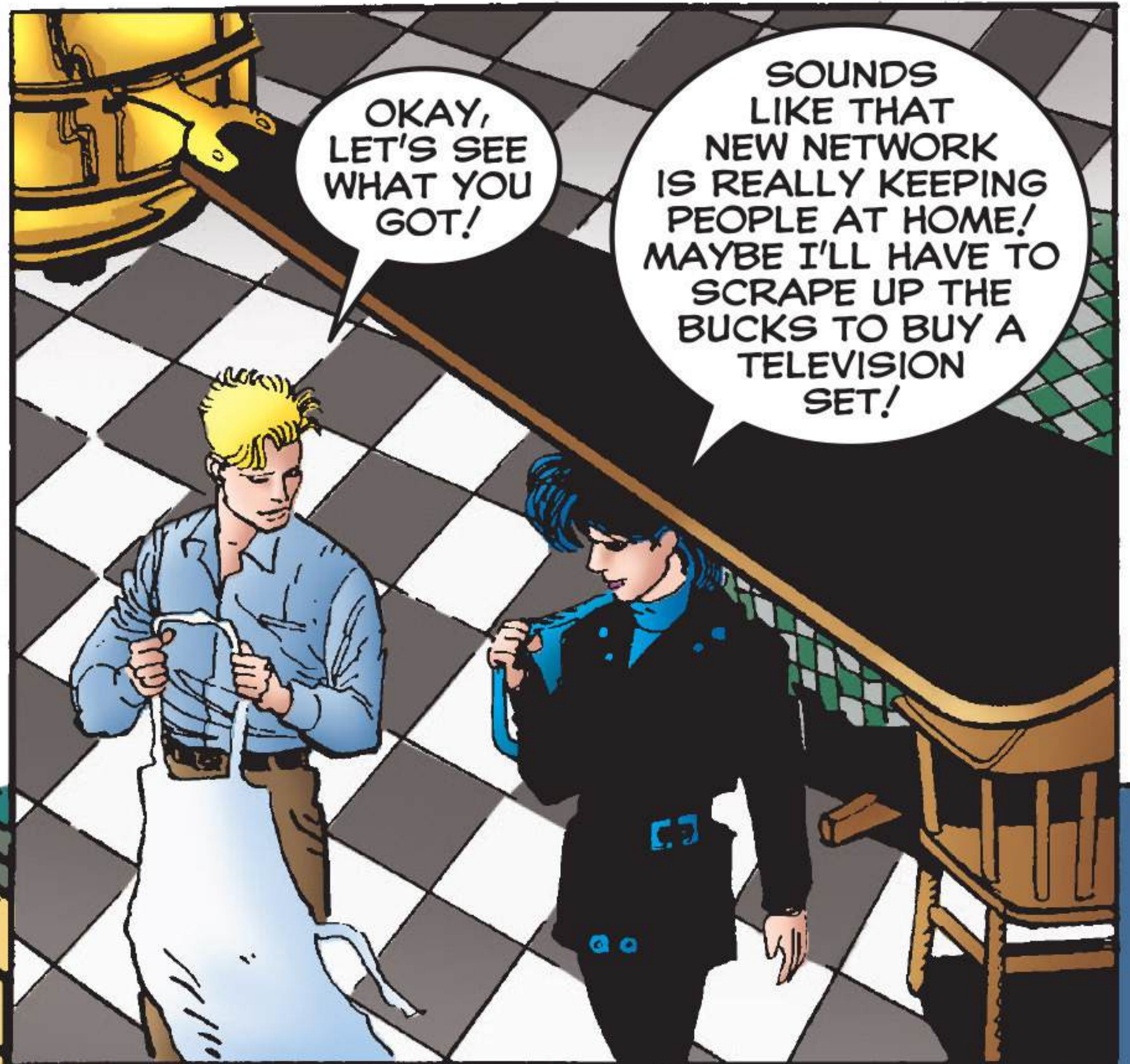
LIKE I SAID, I DABBLED WITH IT IN HIGH SCHOOL AND COLLEGE. A LOOONG TIME AGO!



LOOK, I WAS JUST HEADING OVER TO THE "U" TO DEVELOP SOME FILM! CARE TO COME AND SEE MY WORK?

I'D LOVE TO, BUT I'M SUPPOSED TO LOG A COUPLE MORE HOURS HERE!

Oh, GIVE YOURSELF A BREAK, BEN! IT'S SO QUIET IN HERE, I CAN SPARE YOU FOR THE EVENING!



OKAY, LET'S SEE WHAT YOU GOT!

SOUNDS LIKE THAT NEW NETWORK IS REALLY KEEPING PEOPLE AT HOME! MAYBE I'LL HAVE TO SCRAPE UP THE BUCKS TO BUY A TELEVISION SET!



SAME HERE! I HAVEN'T SEEN IT YET!

Oh, WOW! IT'S **SNOWING!**

THIS MUST BE THE START OF THAT BIG STORM THAT'S MOVING IN!

It only takes us a couple of minutes to walk over to Centennial University, but that's all it takes for me to realize --

-- that Jessica is a very... intriguing woman.

It hits me like a punch from the Rhino! I've seen Jessica before!

The first time I ever went out in my new suit --

THIS IS THE STUDENT WORK AREA. MY LITTLE CUBICLE IS RIGHT OVER HERE!

SEE MY WORK ON THE WALL?

SEE SENSATIONAL SPIDER-MAN #0 - Bob.

-- she was taking pictures of me as --



-- SPIDER-MAN?!



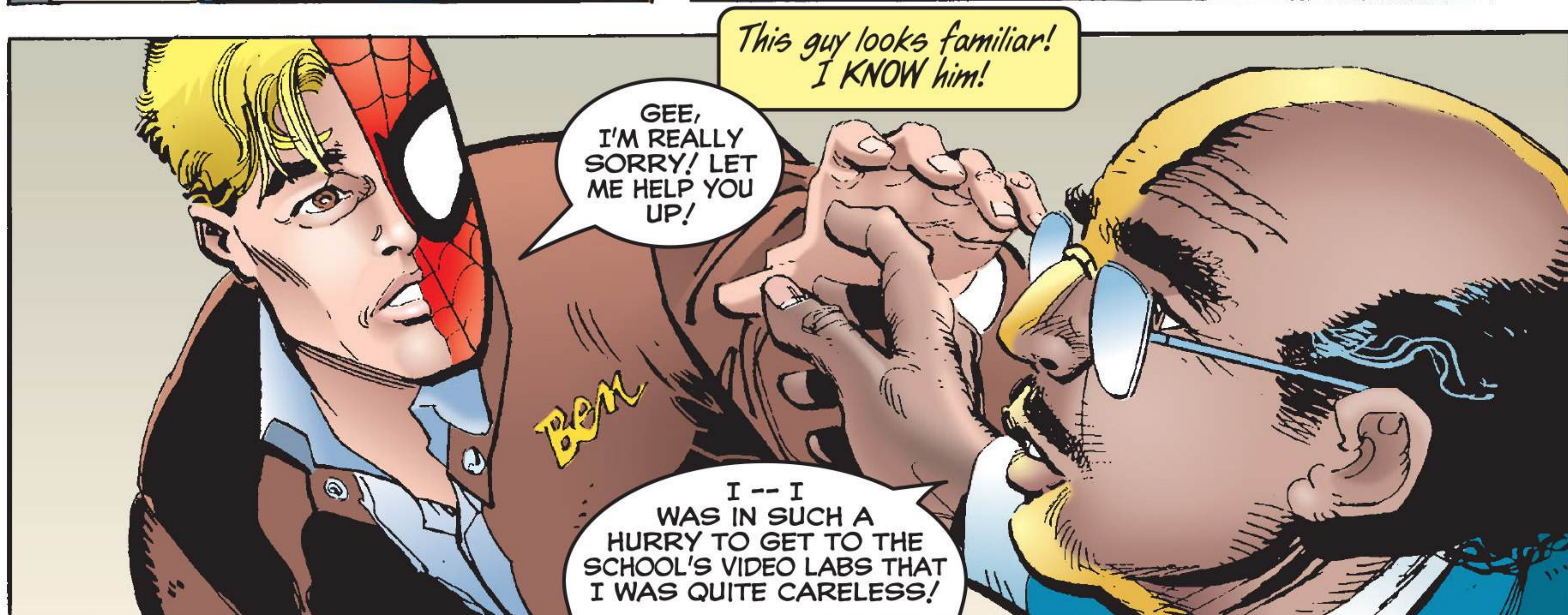
YEAH, I'VE ALWAYS BEEN STRANGELY... CAPTIVATED BY HIM. I WAS LUCKY ENOUGH TO GET THESE SHOTS OF HIM IN HIS NEW THREADS!

I DON'T KNOW WHAT I'LL DO WITH THESE FOR SURE, BUT MY FRIENDS THINK I SHOULD TRY SELLING THEM TO THE MEDIA!

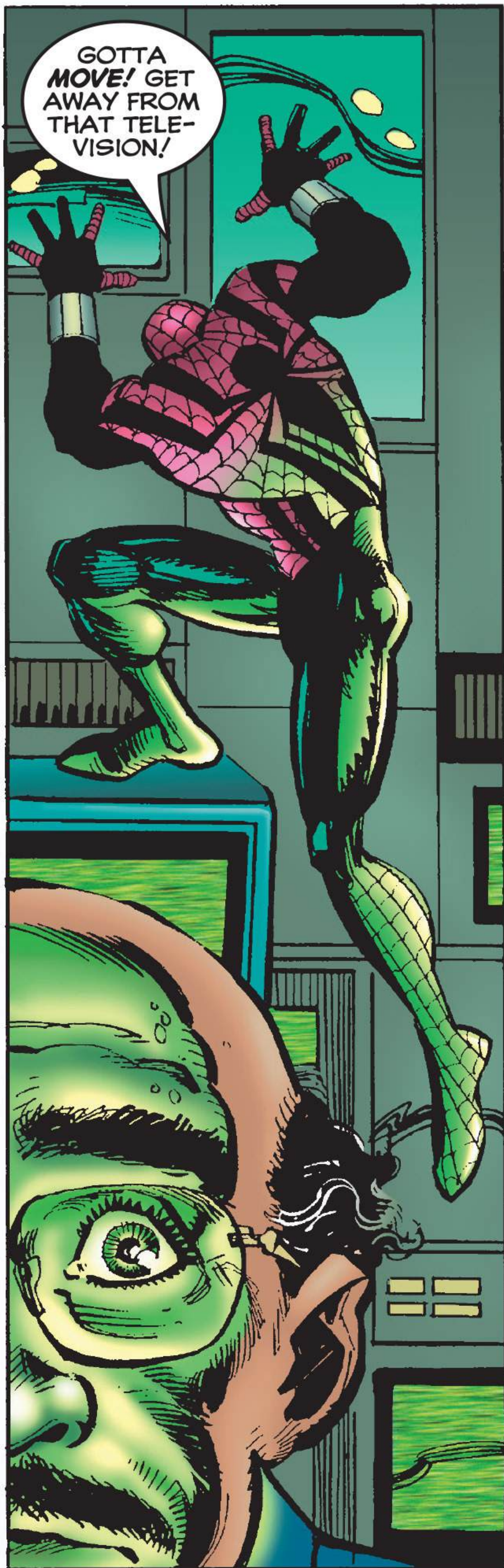
THE DAILY BUGLE HAS ALWAYS SEEMED REAL INTERESTED IN SPIDER-MAN'S MOVES!

YEAH, I CAN'T ARGUE WITH THAT!

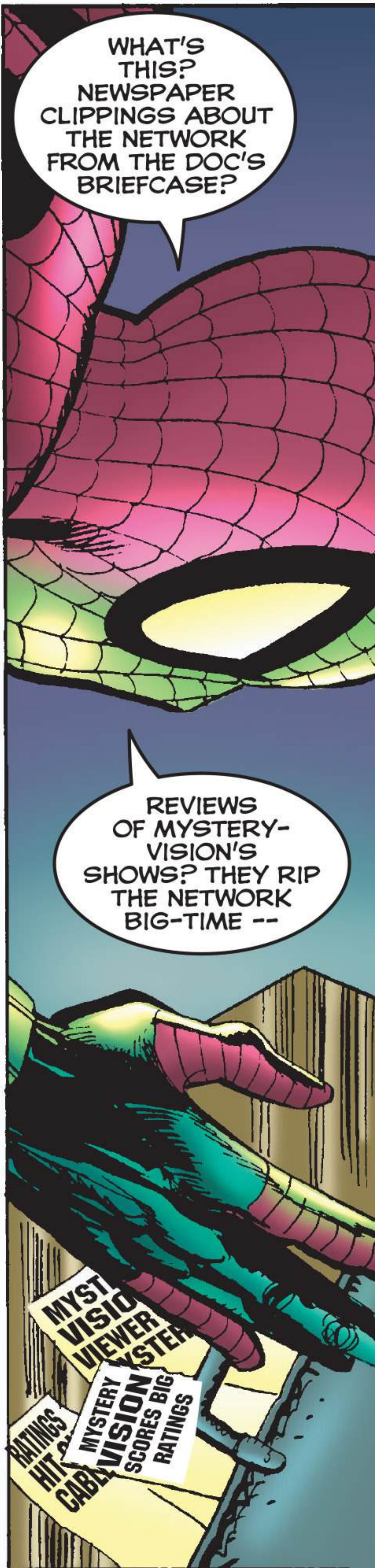
GIVE IT A TRY! I'VE HEARD THE BUGLE HAS A FUN BUNCH OF PEOPLE!







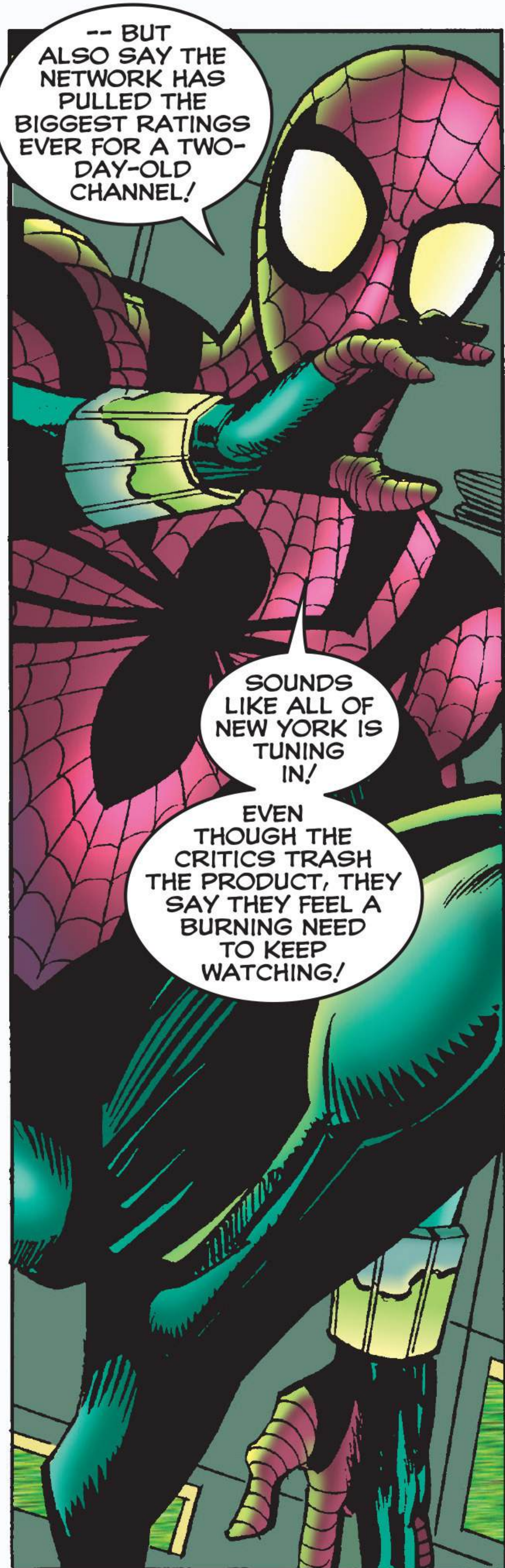
GOTTA
MOVE! GET
AWAY FROM
THAT TELE-
VISION!



WHAT'S
THIS?
NEWSPAPER
CLIPPINGS ABOUT
THE NETWORK
FROM THE DOC'S
BRIEFCASE?

REVIEWS
OF MYSTERY-
VISION'S
SHOWS? THEY RIP
THE NETWORK
BIG-TIME --

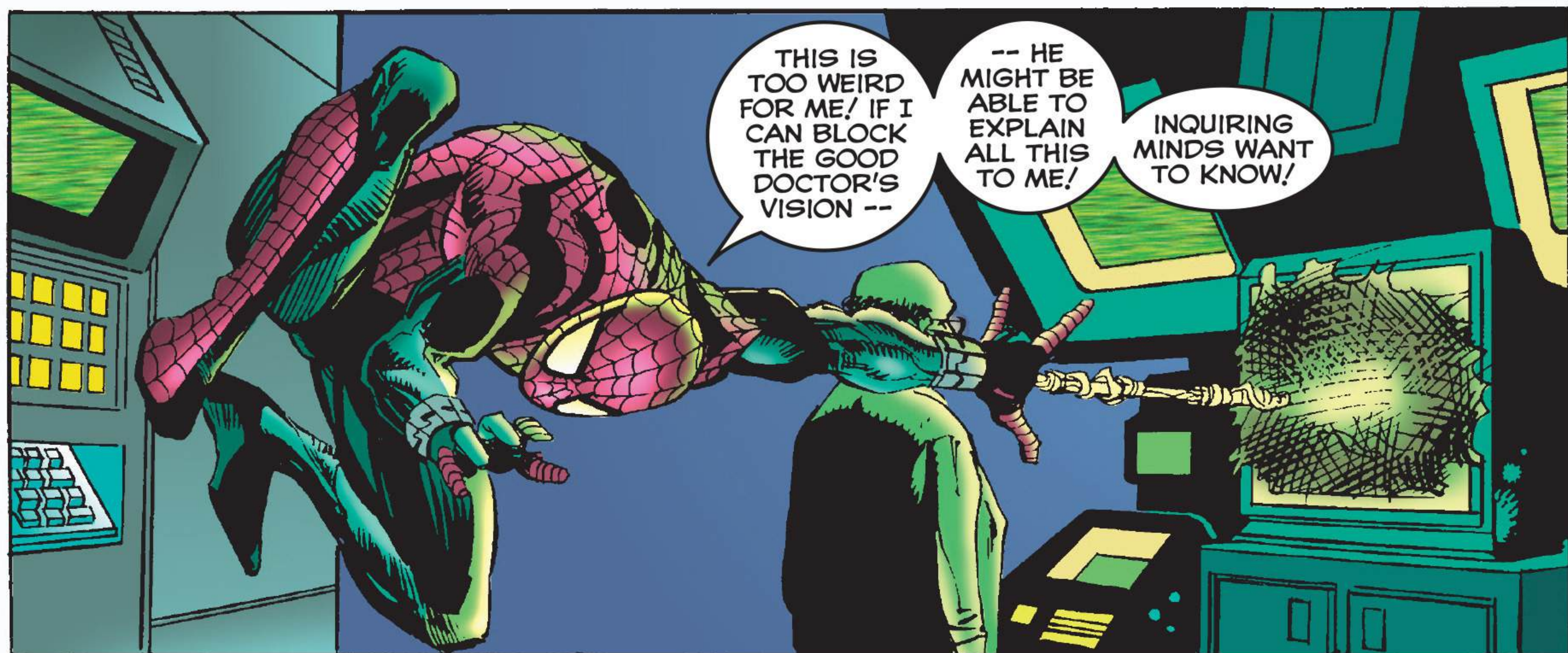
MYST
VISION
VIEWER
SYSTEM
RATINGS
HIT
CABLE
MYSTERY
VISION
SCORES BIG
RATINGS



-- BUT
ALSO SAY THE
NETWORK HAS
PULLED THE
BIGGEST RATINGS
EVER FOR A TWO-
DAY-OLD
CHANNEL!

SOUNDS
LIKE ALL OF
NEW YORK IS
TUNING
IN!

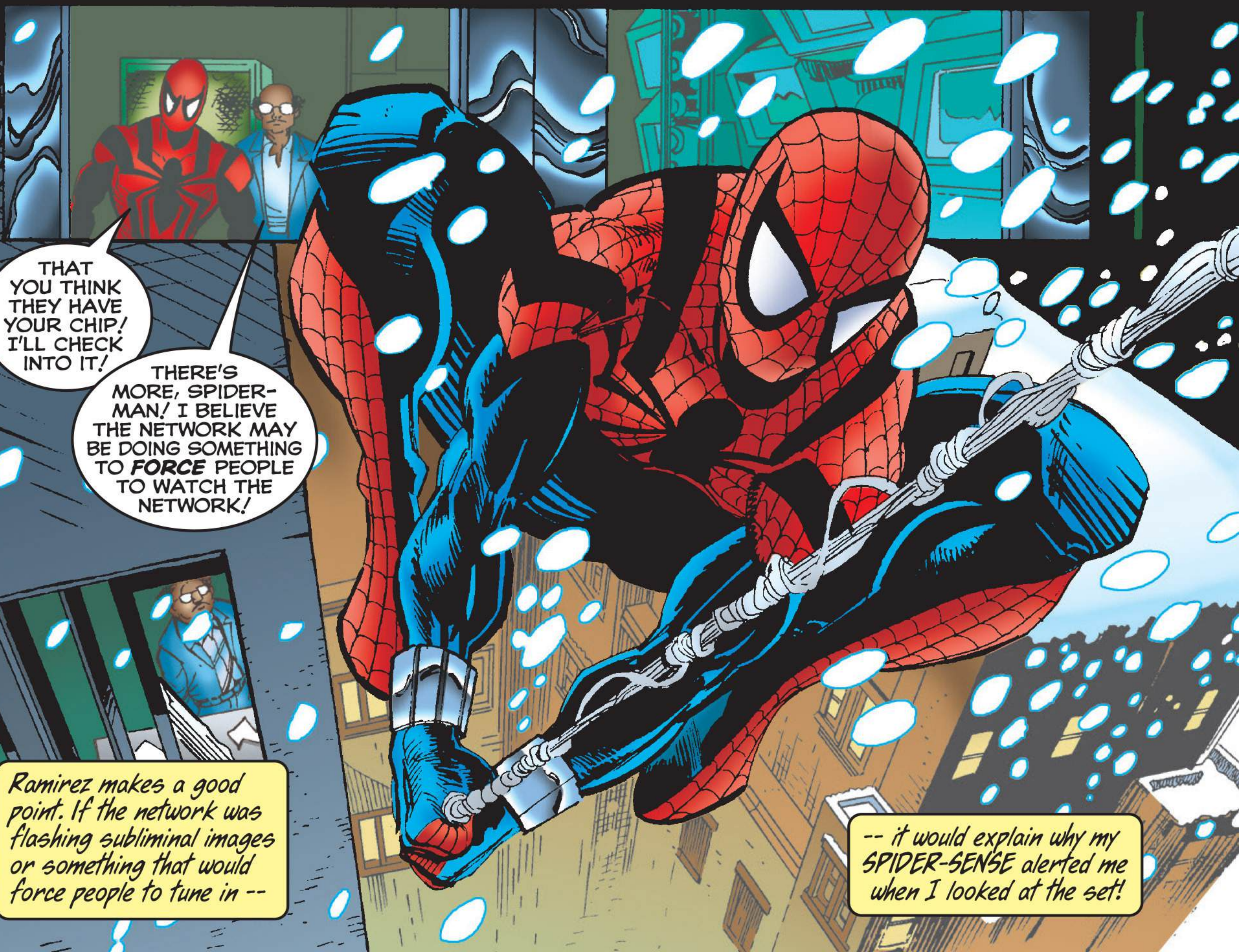
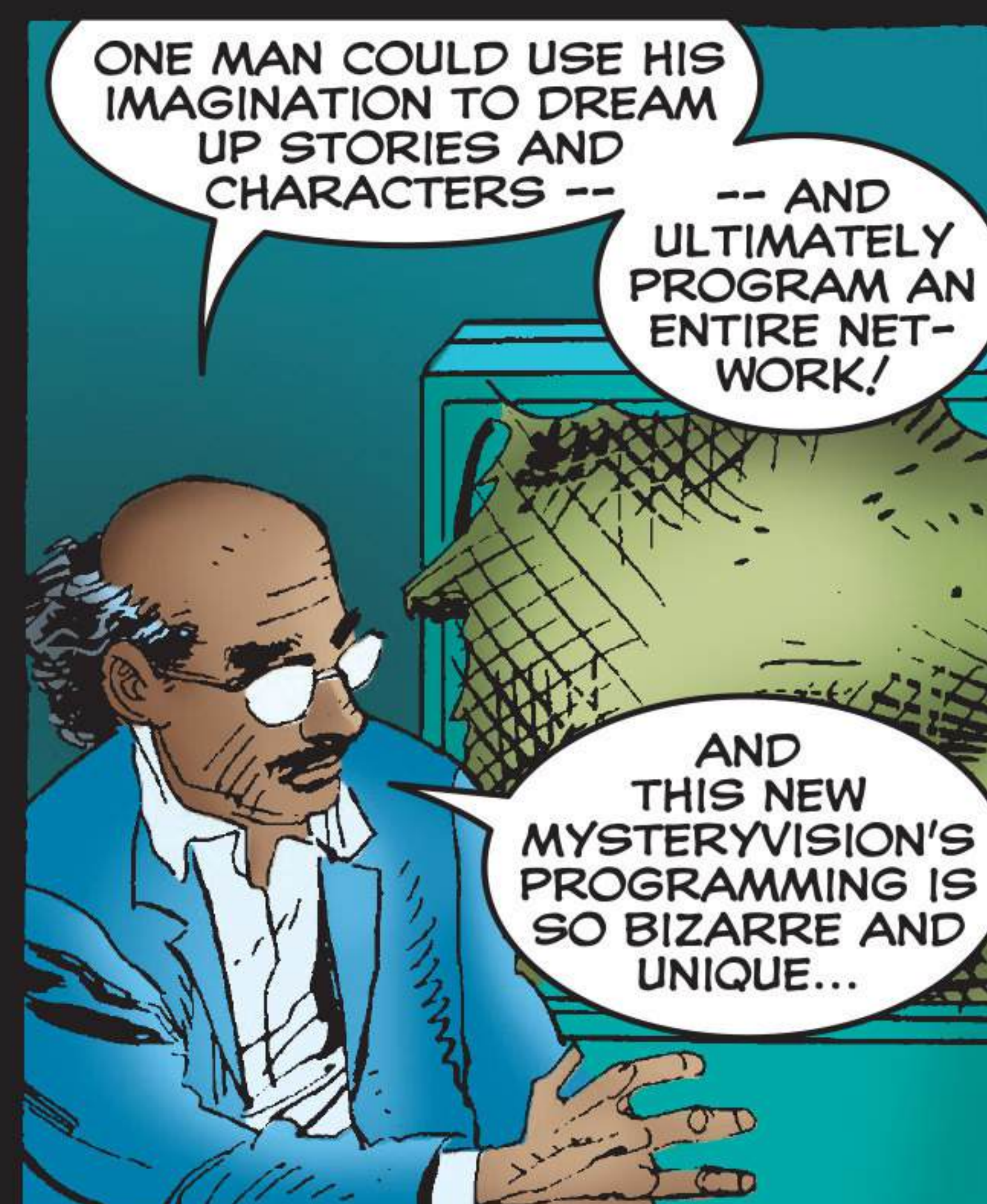
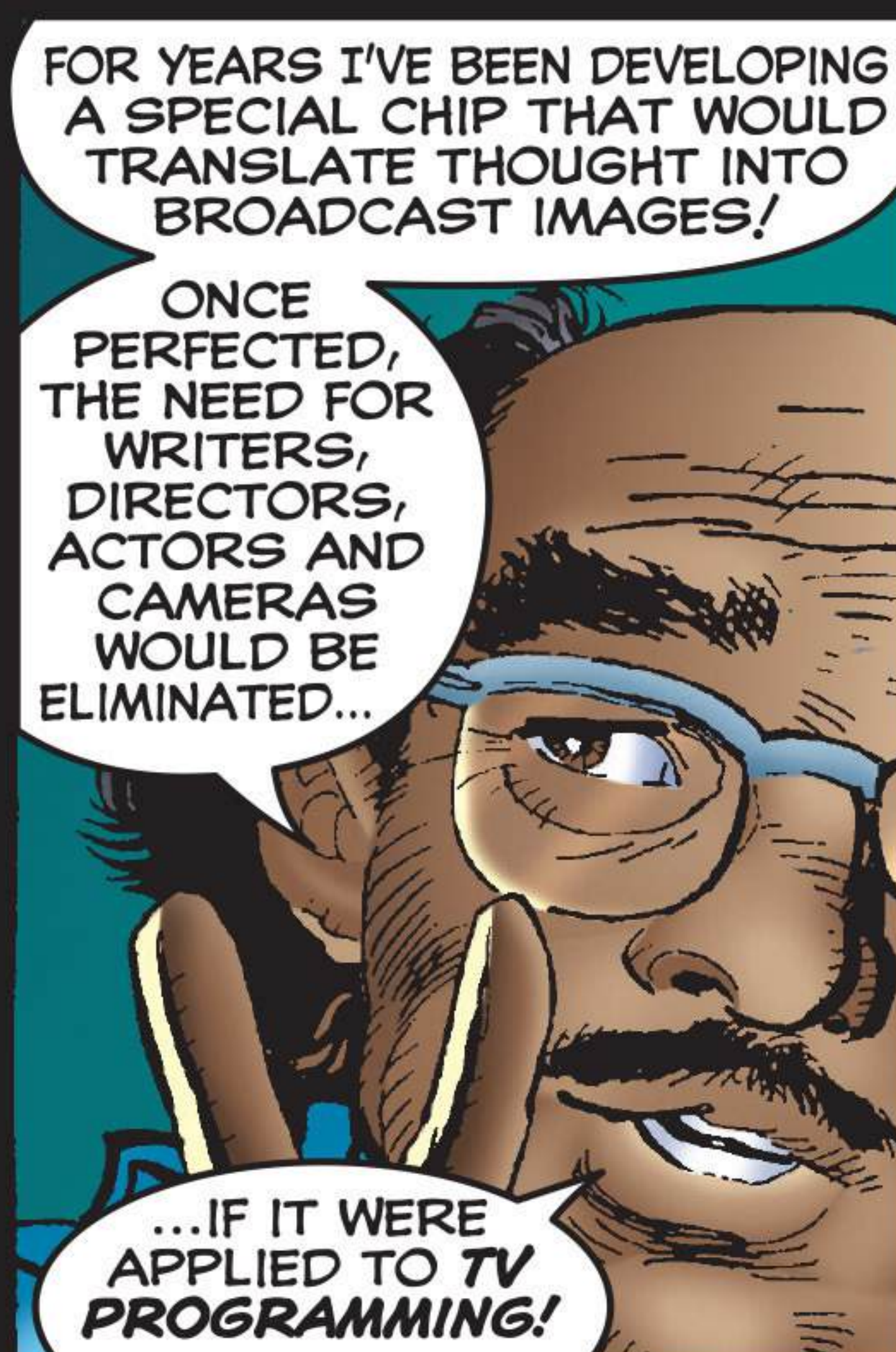
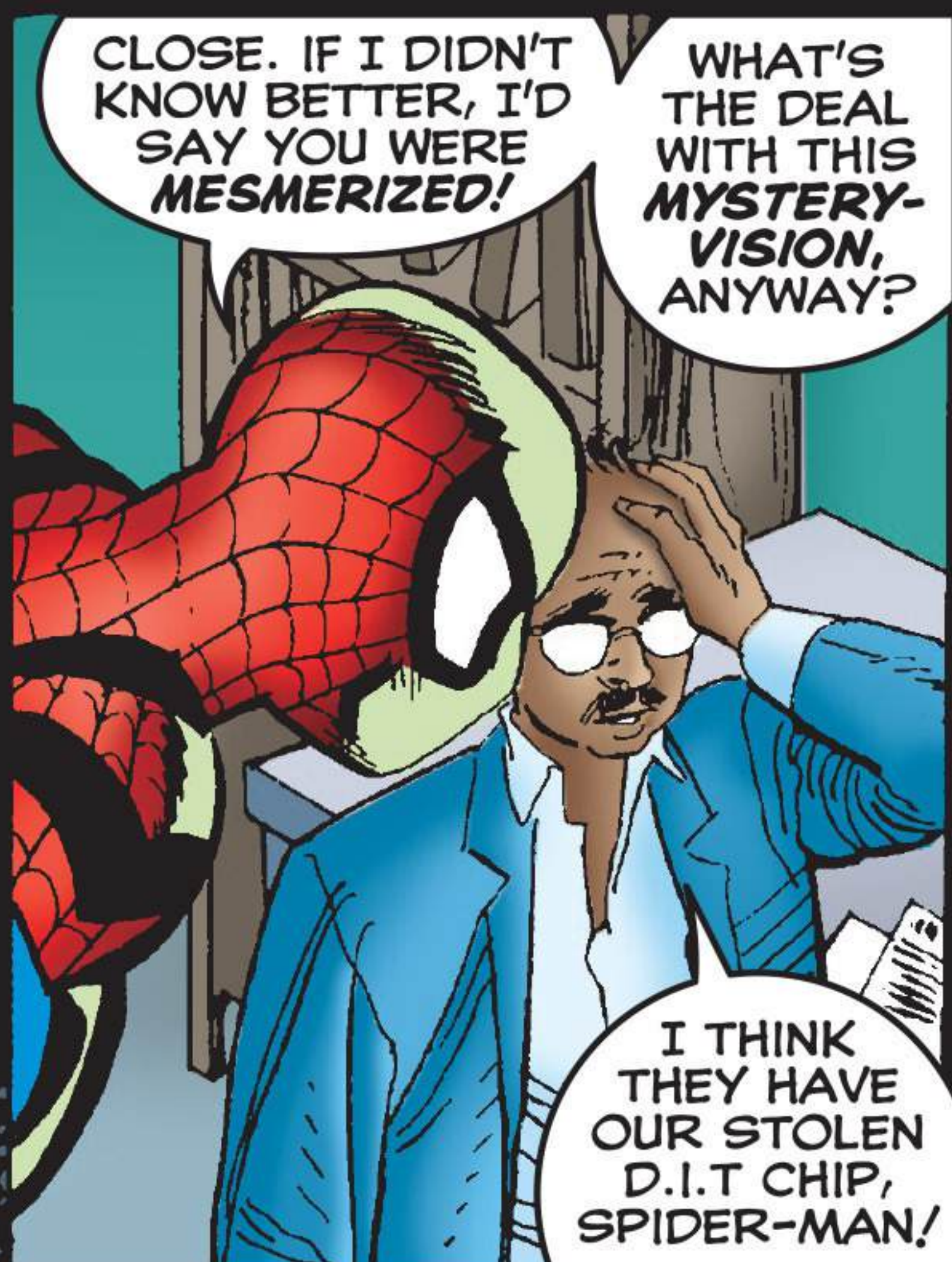
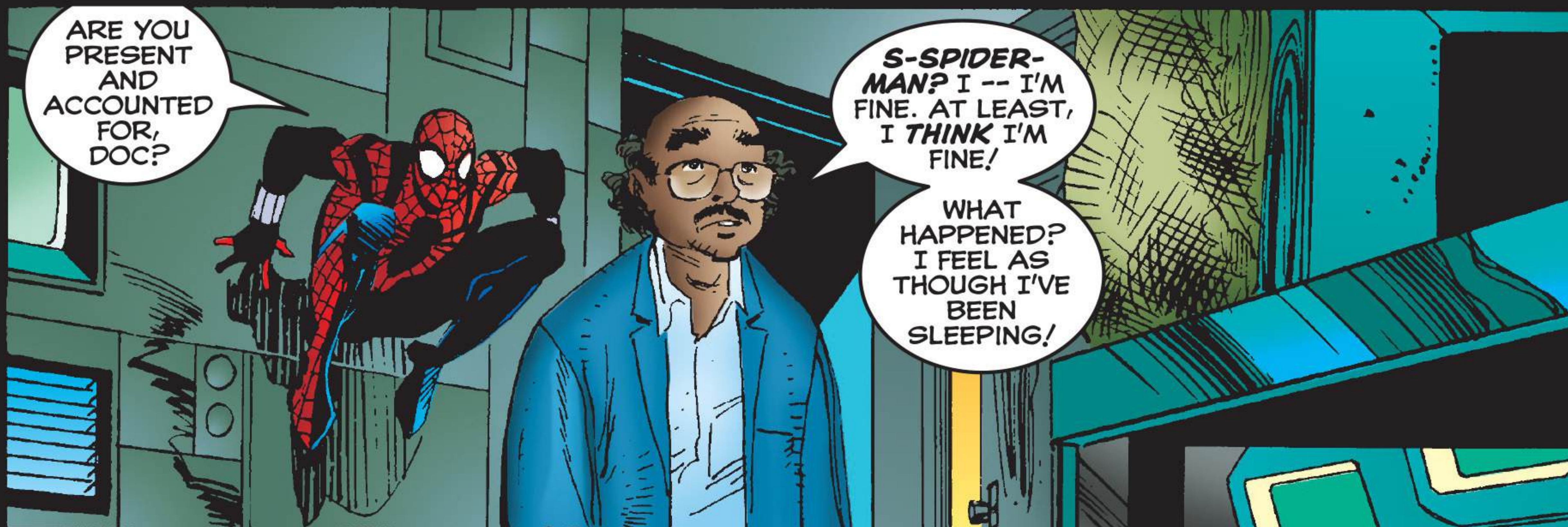
EVEN
THOUGH THE
CRITICS TRASH
THE PRODUCT, THEY
SAY THEY FEEL A
BURNING NEED
TO KEEP
WATCHING!



THIS IS
TOO WEIRD
FOR ME! IF I
CAN BLOCK
THE GOOD
DOCTOR'S
VISION --

-- HE
MIGHT BE
ABLE TO
EXPLAIN
ALL THIS
TO ME!

INQUIRING
MINDS WANT
TO KNOW!





A quick phone call to information leads me to the Mysteryvision offices.

Must be some kind of mistake!

This old theater is a DUMP!

It's CLOSED!

As long as I'm here, I might as well check it out --

-- and see if there's more here than rotting floors and rats!

Surprise, surprise!

Either my eyes are playing tricks on me, or the exterior of this place --

-- definitely doesn't match up to the INTERIOR!

Hi.

Umm...
WHAT IS THIS PLACE?

WELCOME TO THE MYSTERYVISION NETWORK, SIR. DO YOU HAVE AN APPOINTMENT WITH ONE OF OUR CASTING PEOPLE?

NO. I WAS HOPING TO MEET WITH THE HEAD GUY. WHOEVER RUNS THIS PLACE.

THAT WOULD BE MISTER HINES. I'M AFRAID HE'S IN A MEETING RIGHT NOW. IF YOU'D CARE TO MAKE AN APPOINTMENT FOR TOMORROW...

NO THANKS, MA'AM! WHAT HAPPENED? DID YOUR ARCHITECT QUIT BEFORE HE GOT AROUND TO WORKING ON THE OUTSIDE OF THE BUILDING?

AND WHAT'S WITH THE NASTY RUDOLPH?

Oh, THAT'S OUR CHRISTMAS SPECIAL! AND THE EXTERIOR IS MERELY A FACADE THAT SURPRISES ADVERTISERS ONCE INSIDE!

THAT'S US! MYSTERYVISION!

SO I SEE.

It all sounds okay... and if there was any crooked stuff going on, my Spidey-sense would be screaming like a banshee.

But I still can't shake the feeling that something mysterious is happening in Mysteryvision land --

-- so I decide to crawl around and investigate further.
As only a spider can!

Spidey-sense is still quiet.

Dark. No activity.
The D.I.T. chip must be unconnected!

Better duck out before I'm --

-- caught?

CLIK

HELLO.

I'M RANDOLPH HINES, PRESIDENT OF MYSTERY-VISION.

I DON'T THINK IT'S NECESSARY FOR **YOU** TO INTRODUCE YOURSELF.

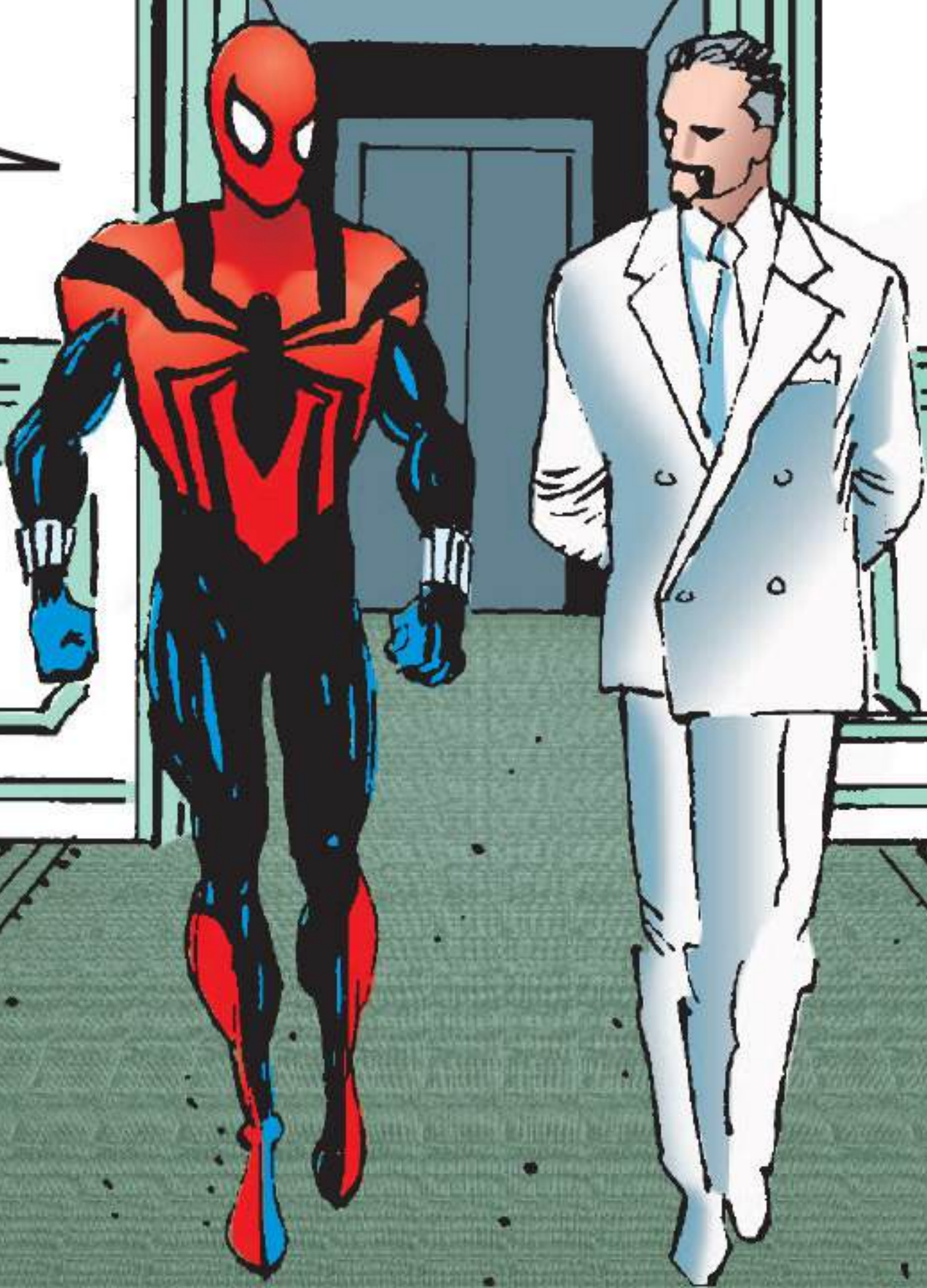
THE EVER AMAZING SPIDER-MAN, IDOL OF MILLIONS AND HECKUVA NICE GUY, AT YOUR **SERVICE!**

WOULD YOU PLEASE COME OFF THE **CEILING?**

IT CAN BE QUITE **UNNERVING** TO CONVERSE WITH SOMEONE WHO IS HANGING UPSIDE DOWN.

LOOK, MISTER HINES, BREAKING AND ENTERING ISN'T EXACTLY MY STYLE.

BUT YOUR PROGRAMMING AND TREMENDOUS RATINGS HAVE RAISED QUESTIONS.



REALLY?
I WOULD HAVE THOUGHT A SIMPLE TELEVISION NETWORK WAS **FAR** OUTSIDE THE INTEREST OF ...WHAT IS IT YOU PEOPLE CALL YOURSELVES?

Ah, YES. **SUPER HEROES.**

WE SPECIALIZE IN THE UNIQUE, SPIDER-MAN. THE MYSTERIOUS, THE BIZARRE... THAT WHICH NO ONE ELSE OFFERS!

WE'RE ALSO EXPERIMENTING WITH 3-D BROADCASTS. HERE, TAKE A LOOK AT THE SAME PROGRAMMING THROUGH THESE GOGGLES.

WHOA! THAT LITTLE BUGGER IS **REALLY** GRUESOME IN 3-D.

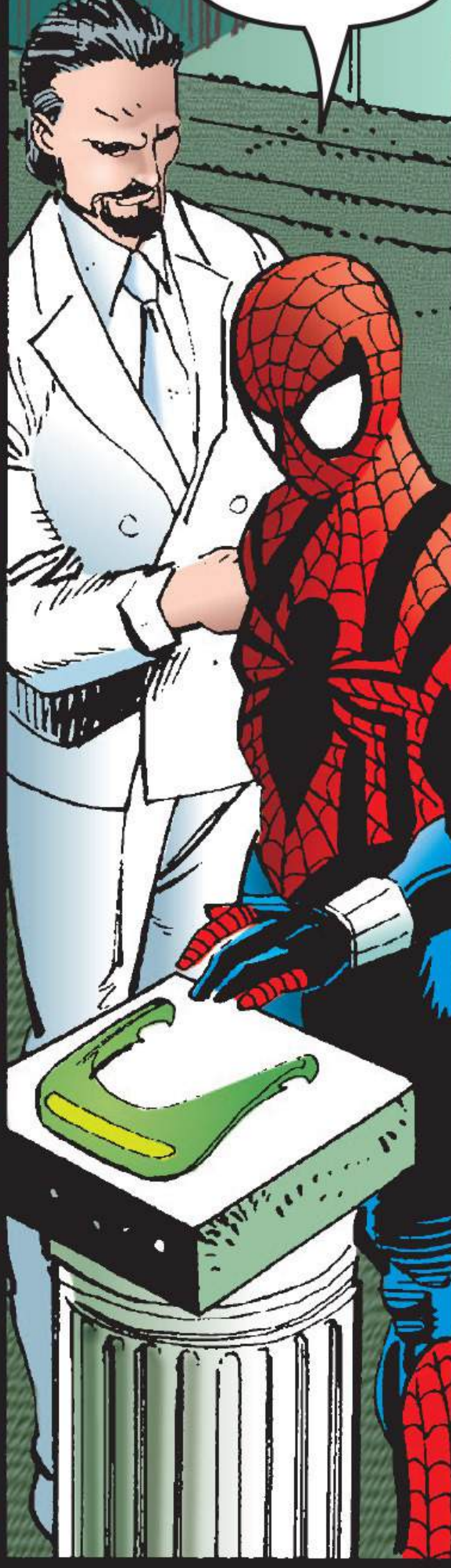
I'M AMAZED, MISTER HINES! I WOULDN'T EXPECT THAT KIND OF MATERIAL TO GET SUCH HIGH RATINGS.

PEOPLE **WANT** MY MATERIAL, SPIDER-MAN.

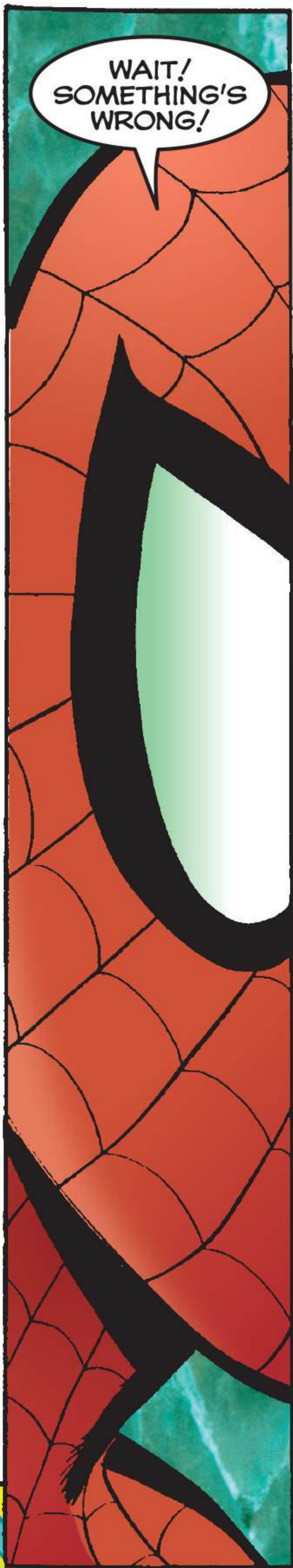
AT LONG LAST, THEY **WANT MY** MATERIAL!

YEAH, I GUESS YOUR ANIMATED SPECIAL SAYS IT ALL!

OKAYYY...



HEY! WHAT'S WITH THE **SMOKE?**



WAIT!
SOMETHING'S
WRONG!



EVERY-
THING'S
CHANGING!
SHIFTING!

IT'S
GOTTA
BE --



-- YOU!

BUT
HOW?! MY
SPIDER SENSE
SHOULD HAVE
WARNED ME YOU
WERE BEHIND
ALL THIS --



--MYSTERIO!

I ASSUME
THAT'S YOU
UNDER ALL
THAT
SMOKE.

INDEED IT
IS, MY OLD
FRIEND.

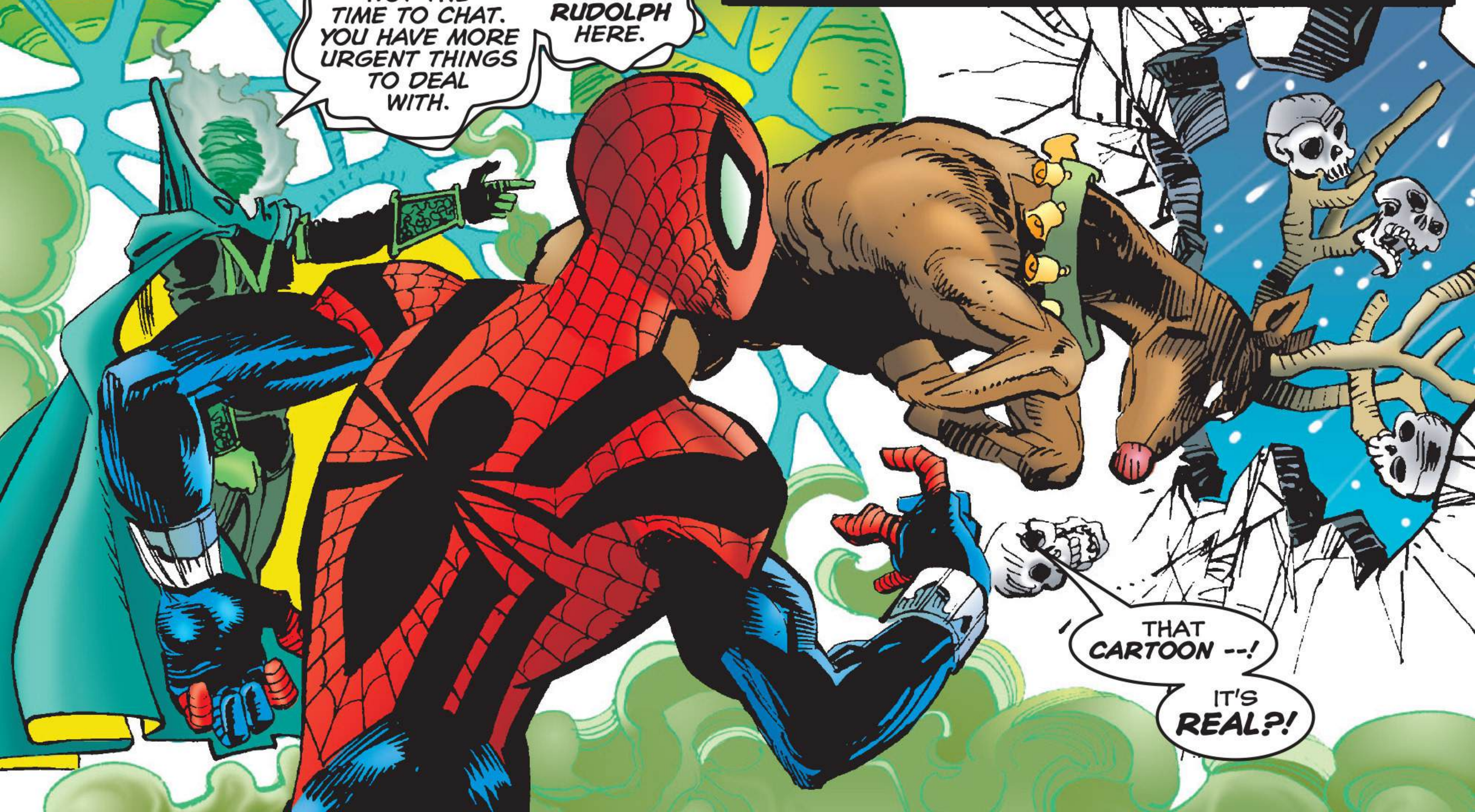
AND
AS FOR
YOUR PRECIOUS
SPIDER SENSE,
HAVE YOU FORGOTTEN
THAT EVEN IN OUR
VERY FIRST
MEETING --

-- I
WAS QUITE
CAPABLE OF
JAMMING
IT?

BUT
WHY? WHAT
DO YOU HAVE
TO GAIN BY
REVEALING
YOURSELF?

NOW IS
NOT THE
TIME TO CHAT.
YOU HAVE MORE
URGENT THINGS
TO DEAL
WITH.

LIKE
RUDOLPH
HERE.



THAT
CARTOON --!

IT'S
REAL?!



CAN'T
BE...ISN'T
POSSIBLE!

ISN'T
IT? TAKE
A LOOK.

HE'S
BIGGER!
GORING INNOCENT
PEOPLE! EVEN YOU
CAN'T FAKE AN
ILLUSION LIKE
THAT!

I'LL
BE
BACK!

I
VERY
MUCH
DOUBT
THAT.

*Mysterio is one
of my oldest foes!*

*He used to be a frustrated
showman who ended up
working as a low-grade
special effects wizard!*

*But he was always frustrated because
people never took him seriously...never
really appreciated his accomplishments!*

*How did he pull all
this together?*

*He must have
Ramirez's chip,
after all!*

AS SHOWN IN THE
CLASSIC AMAZING
SPIDER-MAN #13 - Bob.



The wind and snow do their best to blow me off the building.

Like they need any help.

The sight of a maniacal Santa Claus --

-- and a gang of devilish helpers singing back-up --

-- are enough to do the job!



ILLUSION --

-- AND
REALITY.

COMBINED,
THEY CREATE
MY GREATEST
SHOW
EVER!

I OWE
IT ALL TO
THREE
THINGS.

MY OWN,
BRILLIANT GENIUS --
RAMIREZ'S D.I.T. CHIP,
WHICH I USED THAT
GENIUS TO
IMPROVE --

-- AND
THESE. WHEN
SPIDER-MAN PUT
ON THOSE 3-D
GOGGLES --

-- HE
UNKNOWINGLY
PLACED ADHESIVE,
FILM-LIKE IMAGE
RECEIVERS OVER
HIS EYES AS
WELL!

HE
"SEES" MY
ILLUSIONS AND
BELIEVES THEM
TO BE
REAL!

IN
RETURN, I
GET THE
GREATEST LIVE
PROGRAMMING
EVER!

"THE SPIDER-MAN HOLIDAY SPECIAL!
FUN AND FROLICS IN MANHATTAN!"

I don't know how Mysterio built those
robots, or puppets, or whatever they
are, but they're trashing the city!

CLIKKT

Since I don't see the
Avengers charging
in to stop them --

-- that
leaves ME!

If only I hadn't left my Spidey
snow boots at home!

CLIKKT

My web-
shooters are
JAMMED!

Not jammed --
FROZEN!

NO!

Must be a defect in the
new formula I mixed!

AS SHOWN IN SENSATIONAL
SPIDER-MAN #0 - Bob.

This isn't
good.

Not good
at all!

ELIKKT
ELIKKT



SPIDER-
MAN EQUALS
VIEWERS.

VIEWERS
EQUAL
RATINGS.

RATINGS
EQUAL
ADVERTISING
DOLLARS.

GROOVY.

**CONTINUED
IN AMAZING
SPIDER-MAN
#408!**



Welcome, one and all, to the first issue of an all-new Spider-Man title! Hopefully, you all picked up our giant-sized issue #0 one month ago, which marked writer/penciler Dan Jurgens' first regular Marvel Comics work. We here at Spidey Central think we've put together a dynamite team for this book, with Dan's spellbinding stories and peerless pencils being complemented by the astounding inks of Klaus Janson, the moody, expressive coloring of Greg Wright, and the crisp, unmistakable lettering of Richard Starkings and Comicraft. Riding herd over this dream team are the editorial crew of Bob "Big Chief" Budiansky and Mark "Just happy to be here" Bernardo, who of course have no qualms with shamelessly taking credit for the whole thing. As you may have noticed, we're lacking an actual name for this page, so it's time for the tried and true "Name the Letters Page" contest! So put on your webbed thinking caps, and the reader who provides us the coolest title for this little forum wins an equally cool prize, which is so fantastic, we haven't even figured out what it is yet! So send those suggestions (and actual letters about this issue's contents are certainly welcomed, too!) to: SENSATIONAL SPIDER-MAN, c/o Marvel Comics Group, 387 Park Avenue South, NY, NY 10016. First one to suggest "Sensational Spider-Mail" gets slapped. And be sure to check out the other Spidey books on sale this month, before returning here for SENSATIONAL #2... and if the cover below isn't enough to make you reserve a copy now, then there's no hope for you! – Bob and Mark





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US

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SPIDER-MAN
GROUP

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BY THE
COMICS
CODE
AUTHORITY

THE AMAZING SPIDER-MAN

MEDIA
BLIZZARD

PART
2 OF
3



HIS GIVEN NAME IS **PETER PARKER**. WHILE IN HIGH SCHOOL HE WAS BITTEN BY A RADIOACTIVE SPIDER AND ENDOWED WITH AMAZING POWERS, WHICH HE HAS SINCE USED TO PROTECT THE INNOCENT AND BATTLE EVIL. NOW HE CALLS HIMSELF **BEN REILLY**, AND, AS A COSTUMED CRIMEFIGHTER, HE CONTINUES HIS CRUSADE... FOR HE UNDERSTANDS THAT WITH GREAT POWER COMES GREAT RESPONSIBILITY!
STAN LEE PRESENTS: THE AMAZING SPIDER-MAN!

IMPOSSIBLE, BE MY DREAM!

TOM DeFALCO
writer
MARK BAGLEY
penciler
LARRY MAHLSTEDT
inker
BILL OAKLEY
letterer
BOB SHAREN
colorist
MALIBU
color seps
BOB BUDIANSKY
editor

LEARNING THAT MYSTERIO IS BEHIND A NEW TELEVISION NETWORK THAT SEEMS TO ADDICT ITS VIEWERS, **SPIDER-MAN** CONFRONTS HIS OLD FOE, ONLY TO FALL PREY TO THE HORRIFIC ILLUSIONS HE HAS UNLEASHED...*

WHOA-BABY!
EITHER MY WEB-SHOOTERS ARE JAMMED BECAUSE OF A DEFECT IN THAT NEW BATCH OF WEBBING I MIXED--

--OR THEY'VE BEEN FROZEN BY THIS SUDDEN SNOW STORM!

EITHER WAY, I'M SPEEDING TOWARD AN EXTREMELY PERSONAL ENCOUNTER WITH THE GROUND!

CLIKKT
CLIKKT

CLIKKT
CLIKKT

*SEE
SENSATIONAL
SPIDER-MAN
#1--Bob.

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MY ONLY HOPE
IS TO USE MY
STICKING
ABILITY--
--TO SLOW MY
DOWNWARD
MOMENTUM--



--AS I
RICOCLET
FROM BUILDING
TO BUILDING!

UGH!! EACH
BRIEF CONTACT
COSTS ANOTHER
LAYER OF SKIN,
OR WORSE!



BUT I'D
RATHER BE
BLACK AND
BLUE--
--THAN
RED AND
PULPY!



THIS IS
IT! NO
TIME TO
COMPLETE
ANOTHER
SOMER-
SAULT!



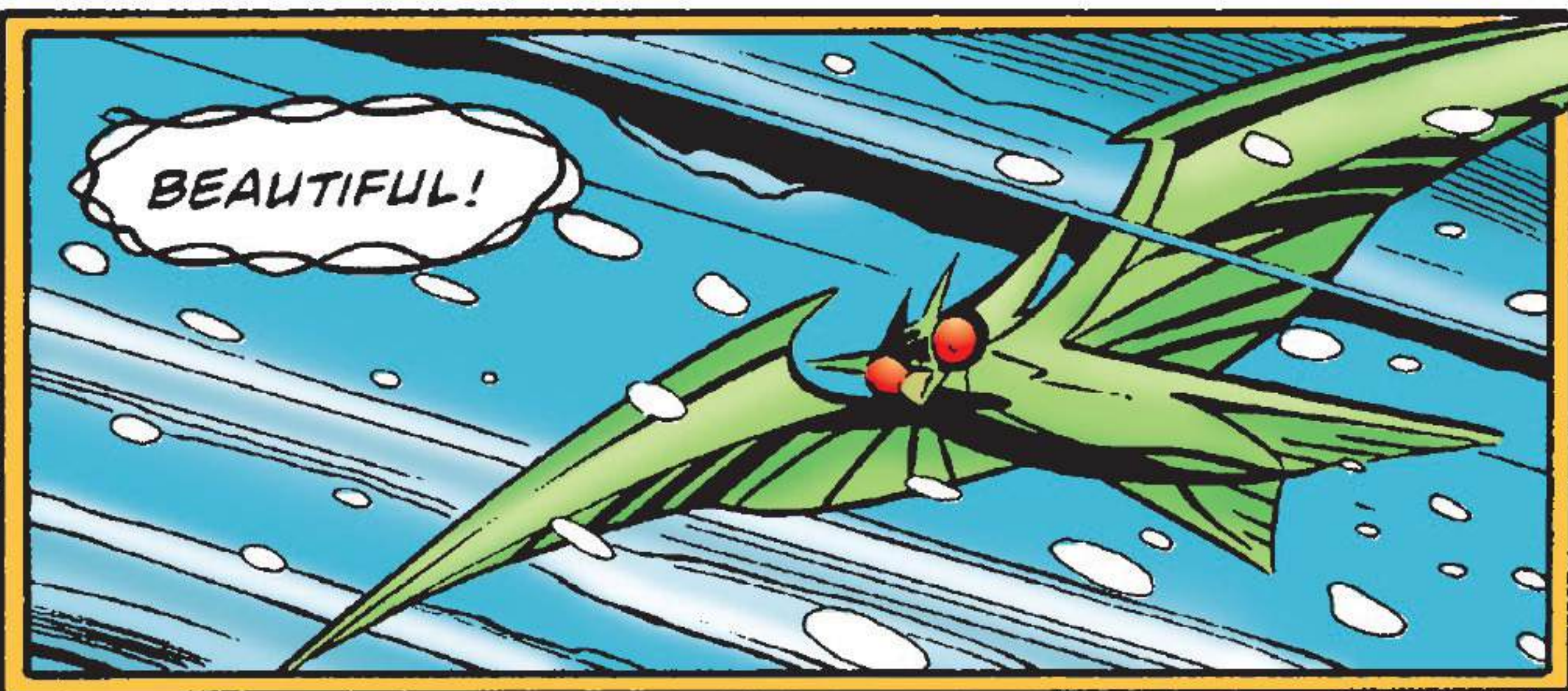
I'VE GOT TO
SQUASH MY HAND
INTO THE SIDE OF THIS
BUILDING, AND HANG
ON FOR DEAR--

AEEGGH!

SPWANK!



...



BEAUTIFUL!

I LOVE LIVE
TELEVISION!

TALK ABOUT
THRILLS AND
CHILLS! THE
AUDIENCE MUST
HAVE BEEN GLUED
TO THEIR SEATS!

WITH A BIRD'S EYE
VIEW OF ACTION LIKE THIS,
MY NEW NETWORK WILL
SOON HAVE BETTER
RATINGS THAN THE
OJ VERDICT!

I WONDER HOW
SPIDER-MAN WILL
REACT WHEN HE
DISCOVERS HE'S THE
STAR OF A LIVE
BROADCAST!

THE REAL
FUN WILL
BEGIN WHEN
HE FINALLY
WAKES UP--!

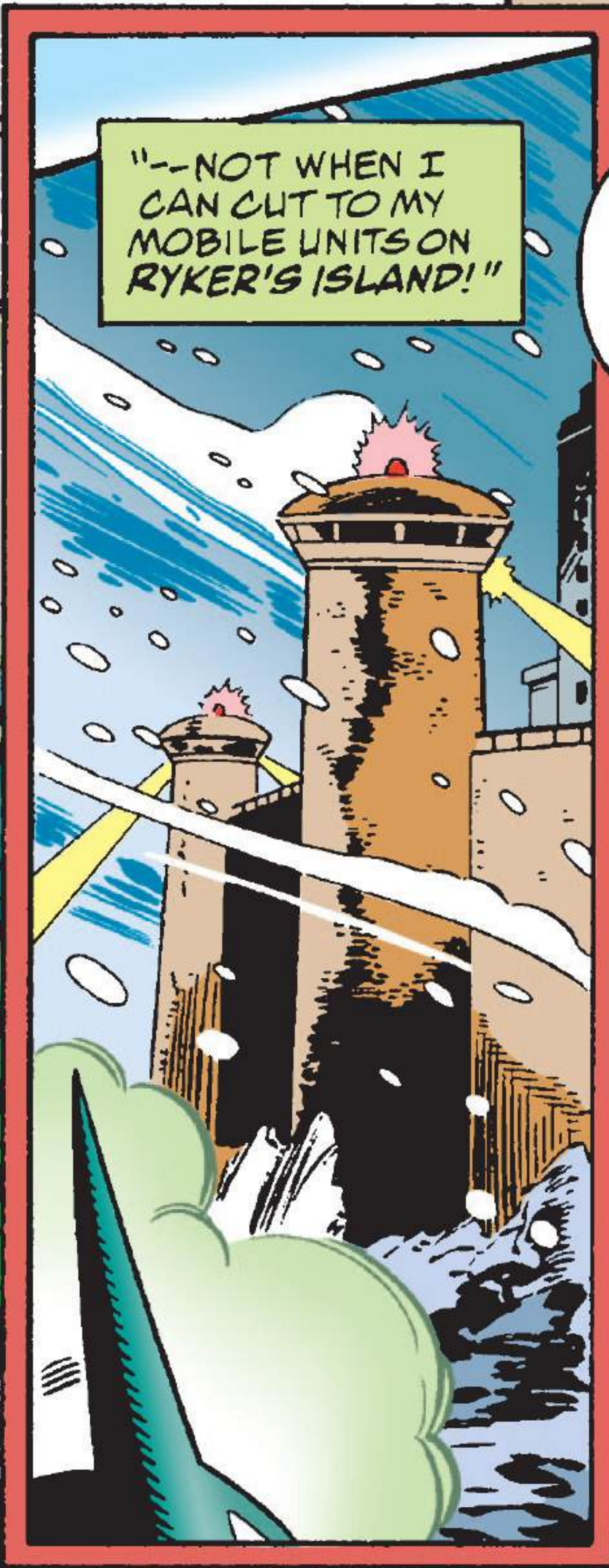
THANKS TO THOSE SPECIAL
FILM-LIKE **RECEIVERS** THAT I
TRICKED HIM INTO ATTACHING TO
THE LENSES ON HIS MASK, I
CAN MAKE HIM SEE ANY
ILLUSION I DESIRE--

--AND HE'LL
BELIEVE IT'S
REAL!

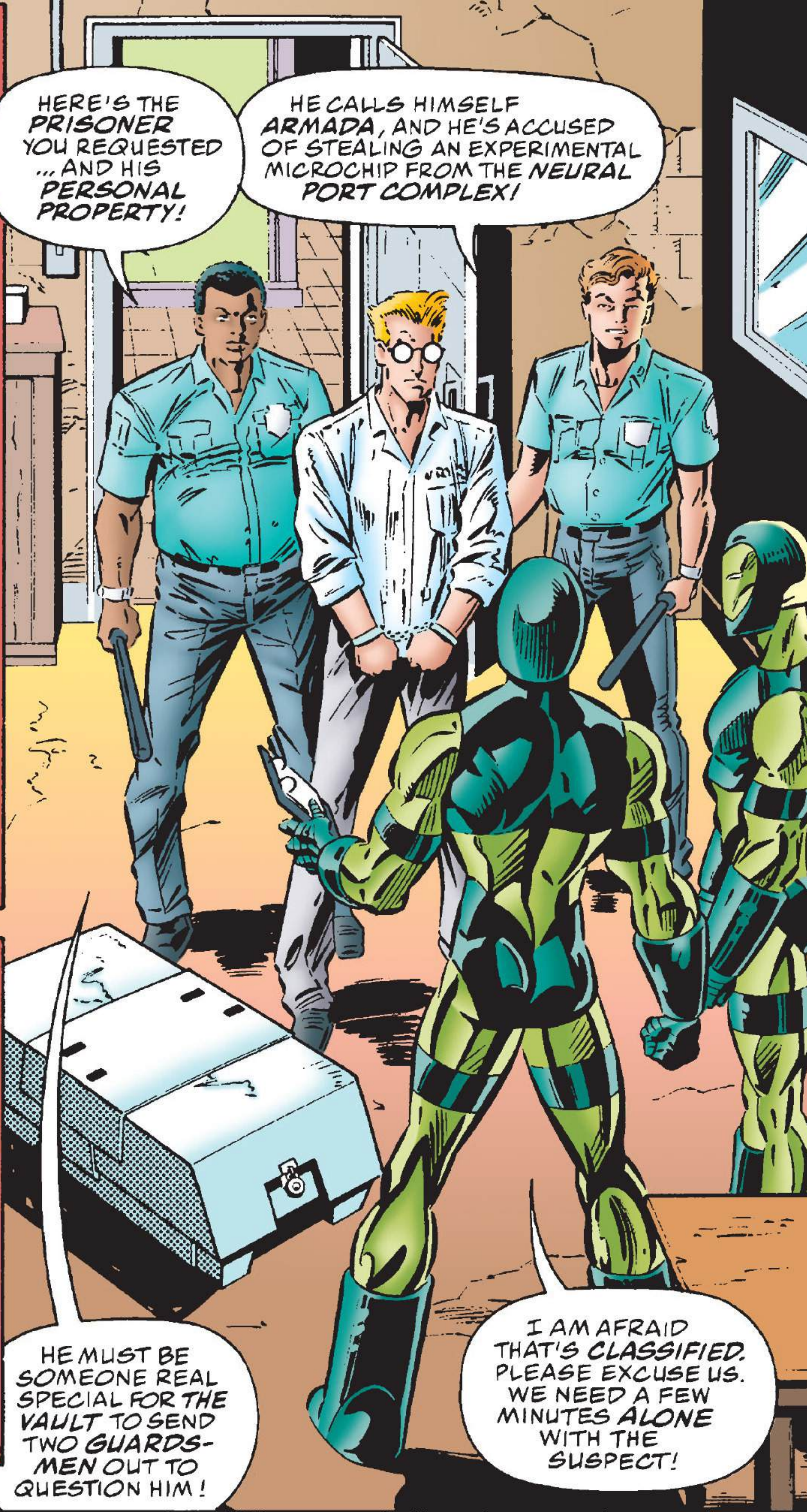
HE'LL SOON
BE FORCED TO
EMPLOY MERE
STRENGTH AND
AGILITY AGAINST
THE MATCHLESS
IMAGINATION
OF
MYSTERIO!



NO SENSE BORING
THE AUDIENCE
WHILE HE'S JUST
HANGING THERE--

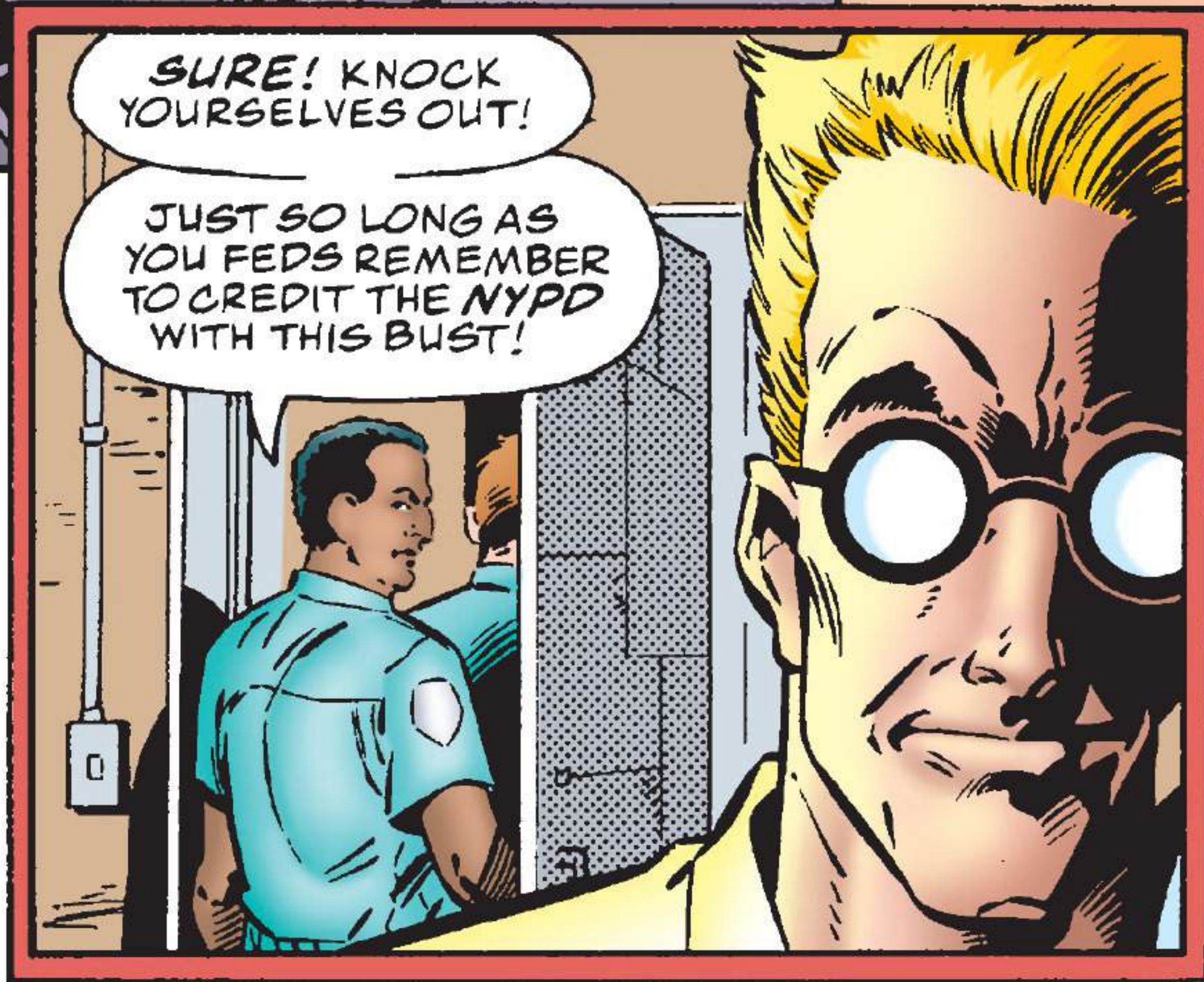


"--NOT WHEN I
CAN CUT TO MY
MOBILE UNITS ON
RYKER'S ISLAND!"



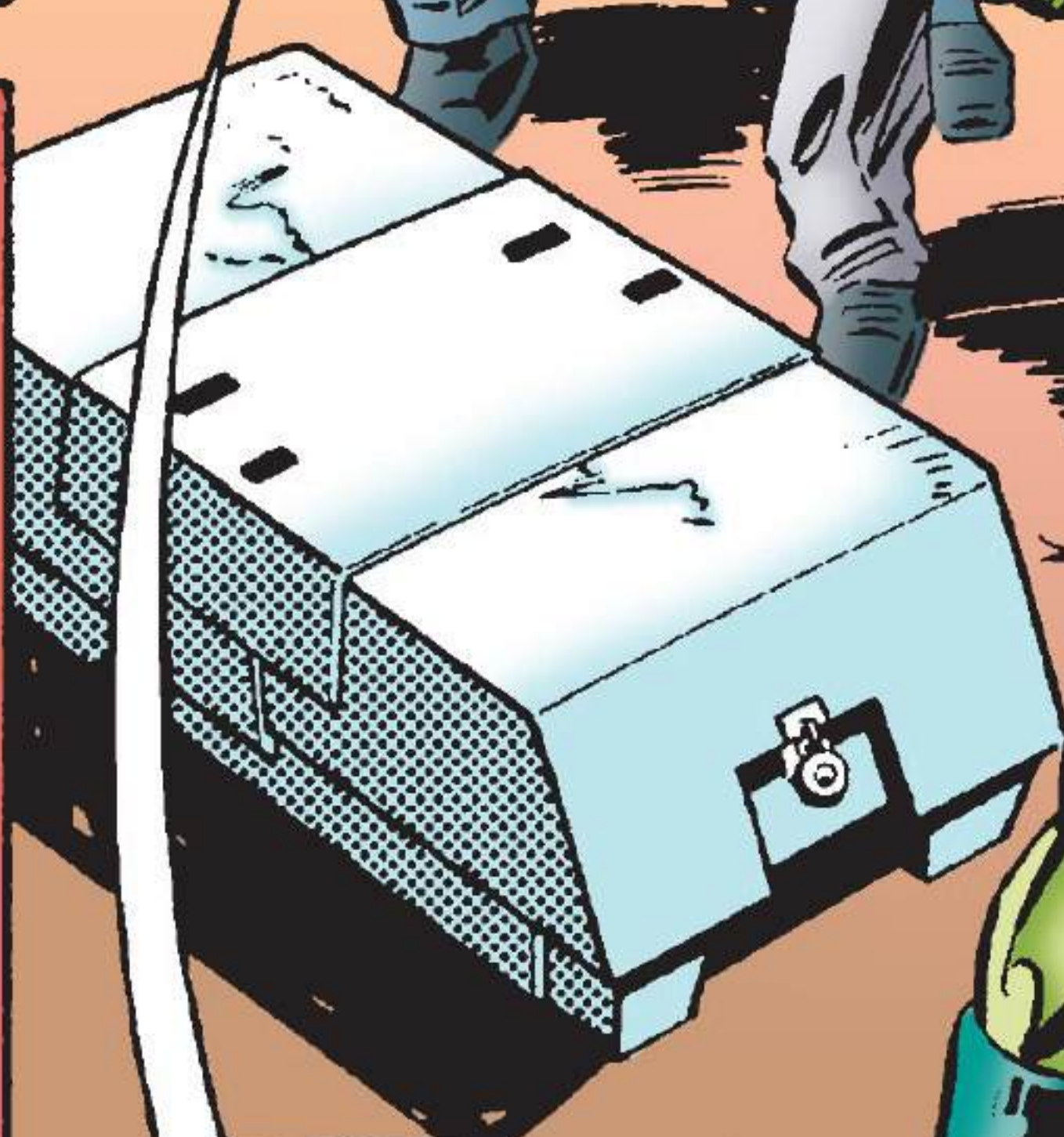
HERE'S THE
PRISONER
YOU REQUESTED
...AND HIS
PERSONAL
PROPERTY!

HE CALLS HIMSELF
ARMADA, AND HE'S ACCUSED
OF STEALING AN EXPERIMENTAL
MICROCHIP FROM THE NEURAL
PORT COMPLEX!



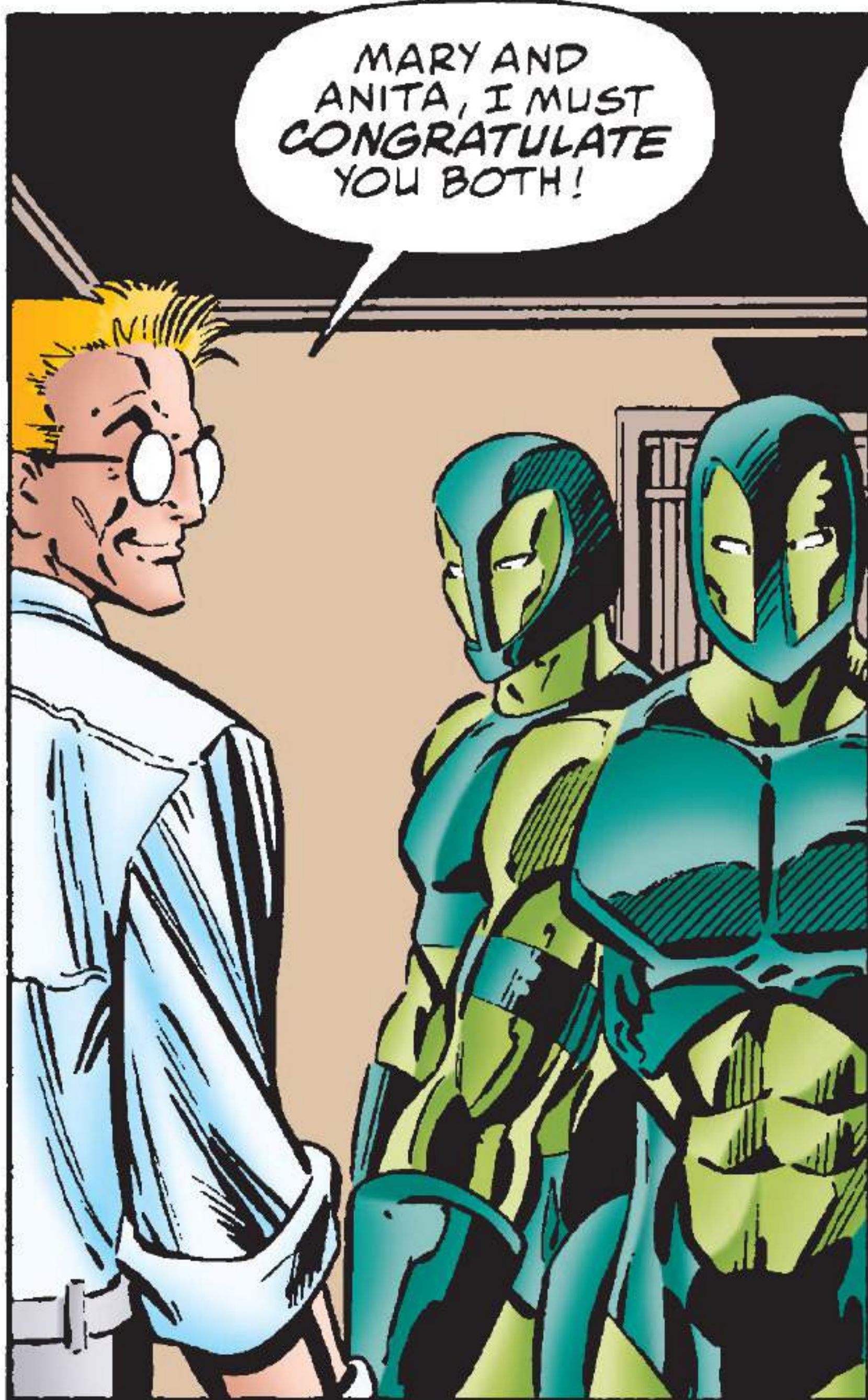
**SURE! KNOCK
YOURSELVES OUT!**

JUST SO LONG AS
YOU FEDS REMEMBER
TO CREDIT THE **NYPD**
WITH THIS **BUST!**

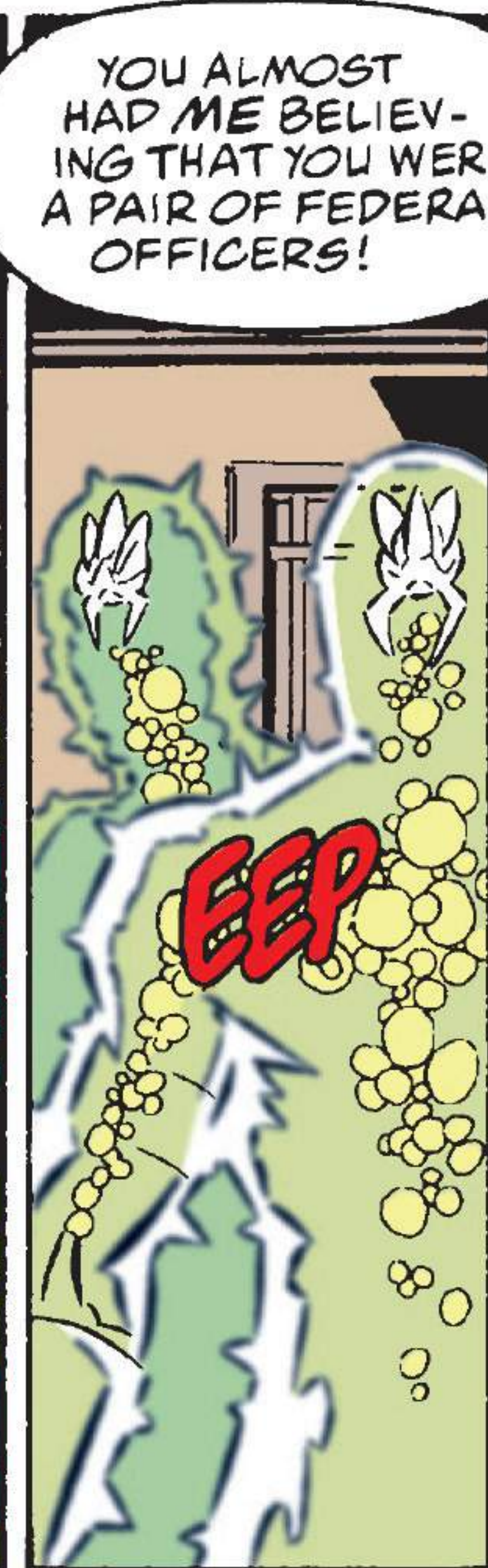


HE MUST BE
SOMEONE REAL
SPECIAL FOR THE
VAULT TO SEND
TWO GUARDS-
MEN OUT TO
QUESTION HIM!

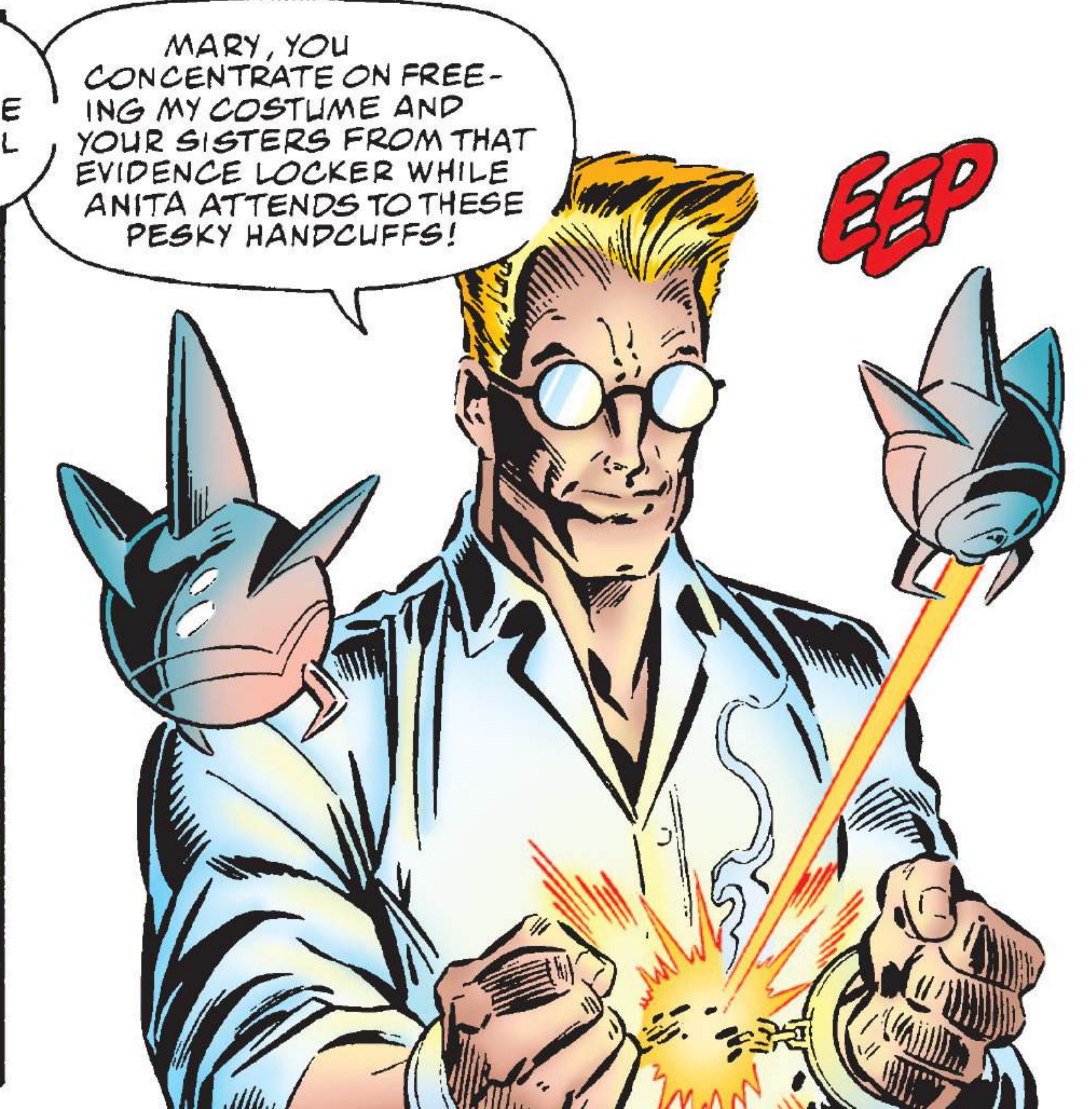
I AM AFRAID
THAT'S **CLASSIFIED**.
PLEASE EXCUSE US.
WE NEED A FEW
MINUTES ALONE
WITH THE
SUSPECT!



MARY AND
ANITA, I MUST
CONGRATULATE
YOU BOTH!



YOU ALMOST
HAD ME BELIEV-
ING THAT YOU WERE
A PAIR OF FEDERAL
OFFICERS!



MARY, YOU
CONCENTRATE ON FREE-
ING MY COSTUME AND
YOUR SISTERS FROM THAT
EVIDENCE LOCKER WHILE
ANITA ATTENDS TO THESE
PESKY HANDCUFFS!

EEP



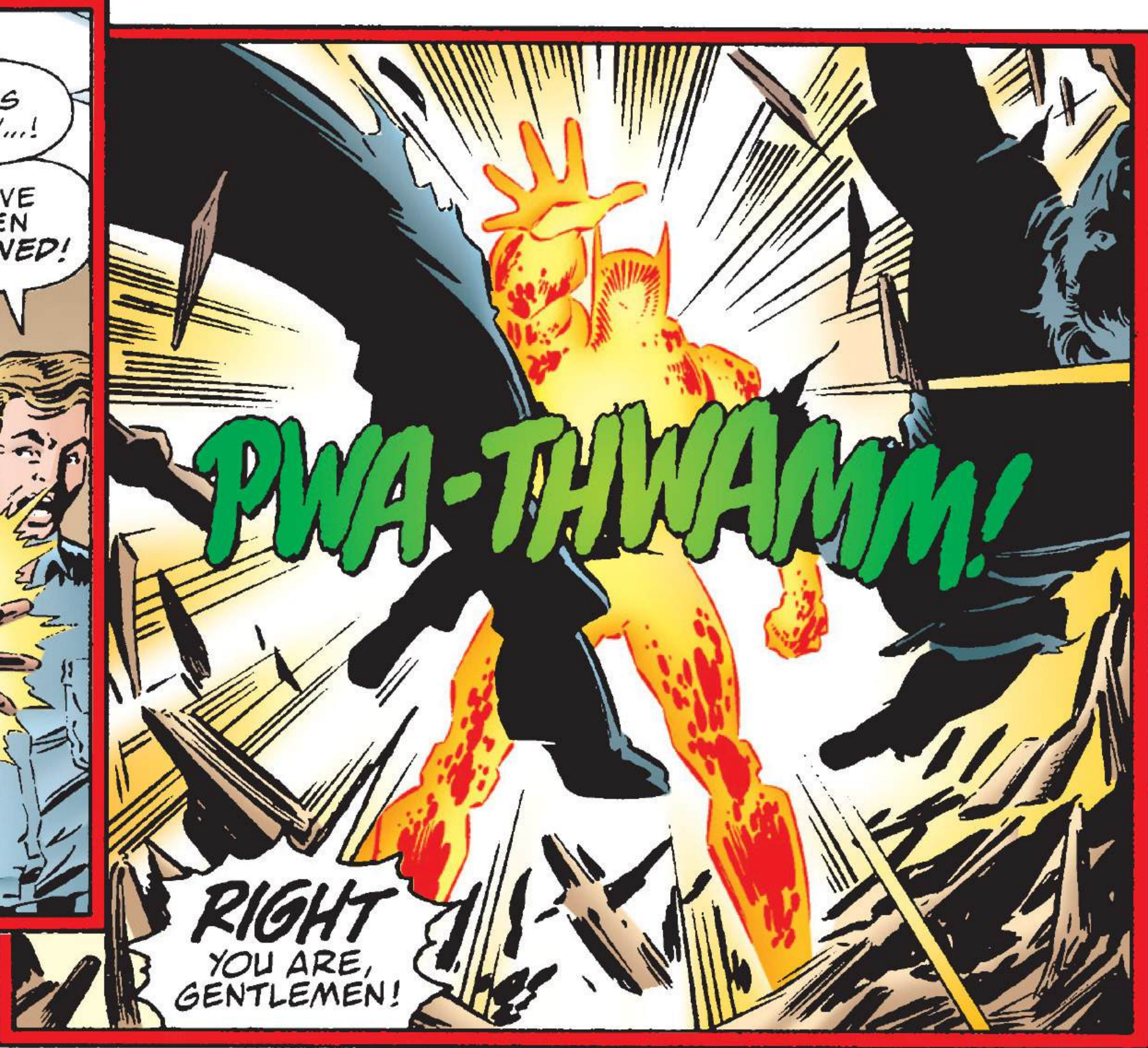
HEY! THERE'S SOMETHING REAL FUNNY ABOUT THIS PAPER--!

YEAH! IT'S PROBABLY WRITTEN IN FEDERAL-
ESE!

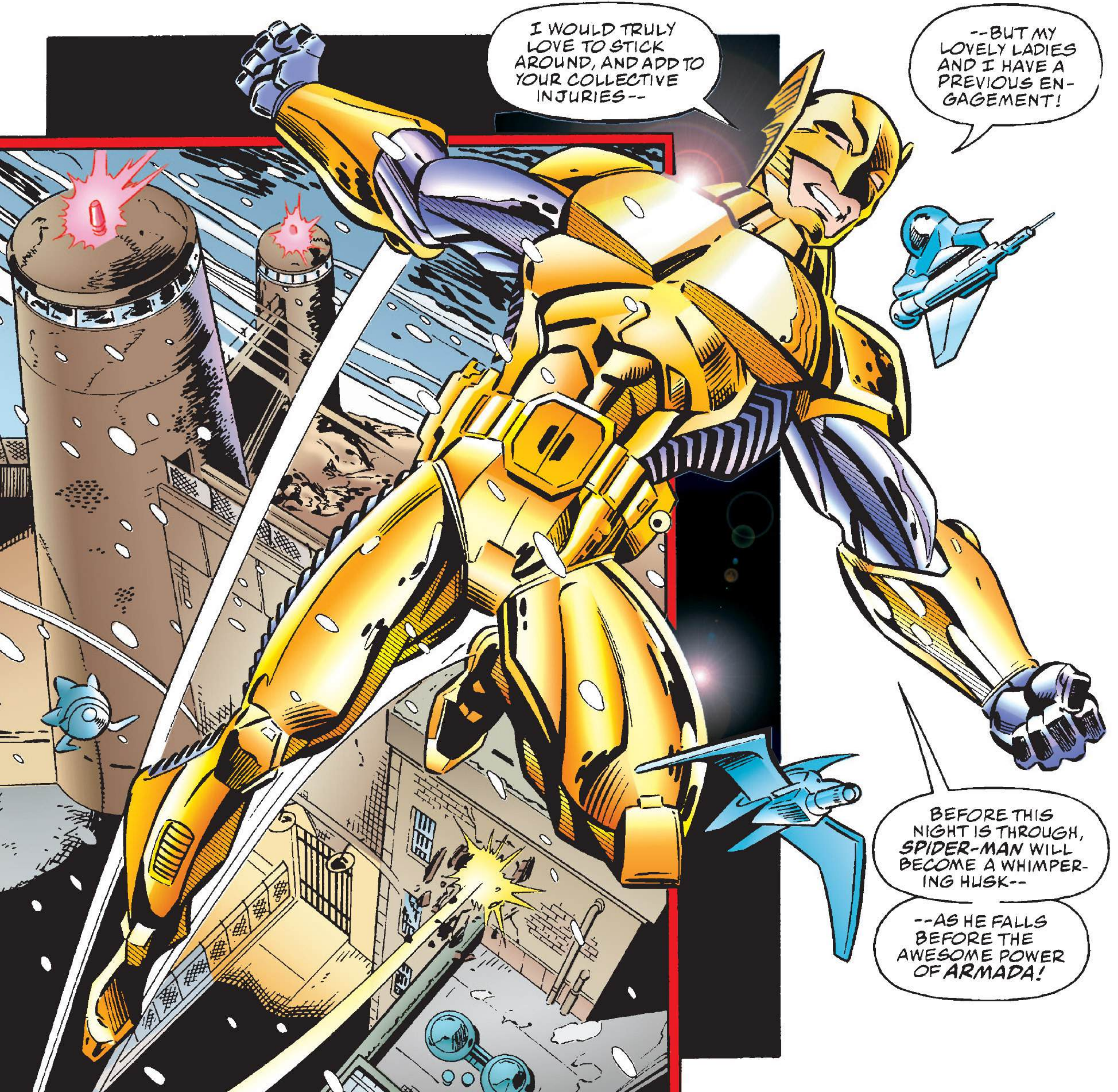


LOOK! IT'S FADING AWAY...!

WE'VE BEEN CONNED!



RIGHT
YOU ARE,
GENTLEMEN!



I WOULD TRULY LOVE TO STICK AROUND, AND ADD TO YOUR COLLECTIVE INJURIES--

--BUT MY LOVELY LADIES AND I HAVE A PREVIOUS ENGAGEMENT!

BEFORE THIS NIGHT IS THROUGH, SPIDER-MAN WILL BECOME A WHIMPERING HUSK--

--AS HE FALLS BEFORE THE AWESOME POWER OF ARMADA!



NOTHIN'S MOVIN' IN THIS STORM!

NO BUSES, NO SUBWAYS!

BUT THEM JAGGED SKULLS ARE STILL DOGGIN' US!

THEY ALL OVER OUR BUTTS!

WE DEAD, MAN!

WE STILL GOTTA TRY TO REACH THE 'HOOD, JAMIE!



YOU GOT THAT RIGHT, SHAKIM!

YOU DITCHIN' ME, JAMIE--?!

AND THE ONLY WAY WE CAN MAKE IT IS... WE GOTTA SPLIT UP!

I THOUGHT BLADES TOOK CARE OF THEIR OWN!

GOT NO CHOICE, BRO'!

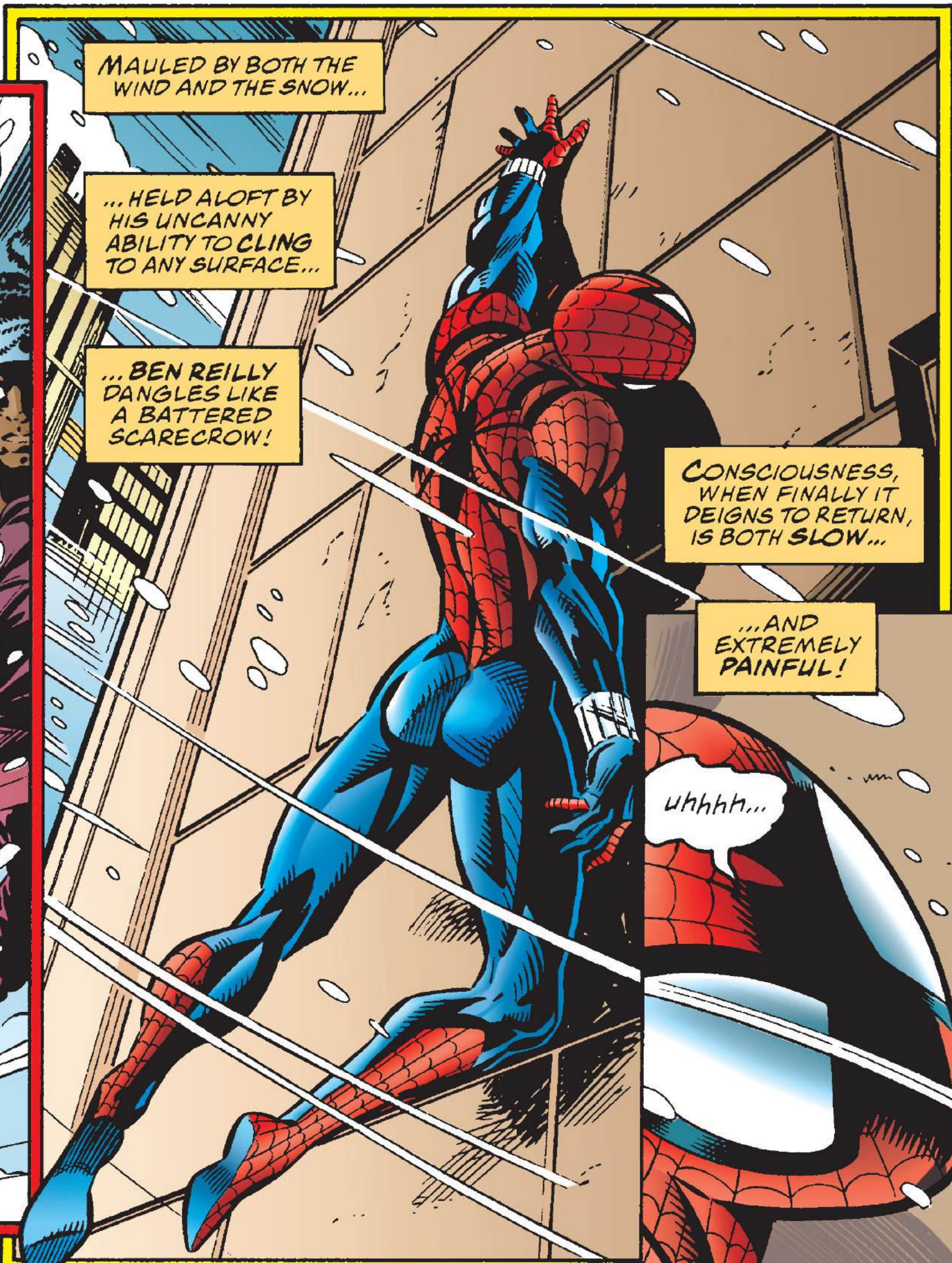


WE CAN MOVE MUCH FASTER ON OUR OWN!

GO ON! GET!



OKAY, OKAY! I'M OUTTA HERE!



MAULED BY BOTH THE WIND AND THE SNOW...

...HELD ALOFT BY HIS UNCANNY ABILITY TO CLING TO ANY SURFACE...

...BEN REILLY DANGLES LIKE A BATTERED SCARECROW!

CONSCIOUSNESS, WHEN FINALLY IT DEIGNS TO RETURN, IS BOTH SLOW...

...AND EXTREMELY PAINFUL!

uhhhh...

SUBJECTIVELY,
IT TAKES HIM A
FULL YEAR OF
UNTOLD AGONY
BEFORE HE
DARES MOVE...

ALMOST A CENTURY PASSES
BEFORE HE ACHIEVES A SITTING
POSITION AND GENTLY DETACHES
HIS INJURED LIMB...

BUT MY LEFT
ARM IS PRACTICALLY
USELESS, AND--

YO! YO!
YO!

Ugghh!
SHOULDER'S IN
SAD SHAPE!

DOESN'T
FEEL
DISLOCATED...

WE GONNA
BREAK US A
BLADE!

WHERE'S
YOUR HOMIE,
MAN?

WE BE
TRASHIN'
YOU BOTH!

YOU BLADES
SHOULDA KNOWN
BETTER'N TO
CREEP JAGGED
SKULLS' TURF!

GOTTA TEACH
YA A LESSON IN
RESPECT, MAN!

THOUGH YOU
AIN'T GONNA
BENEFIT FROM
IT!

NAH! WE
BEAT YOU SLOW
AN' NASTY! SO
YOUR HOMEBOYS
GET THE
MESSAGE--!

YOU'RE
HEADED FOR
THE SLAB,
MAN!

40

WITH THE SUDDENNESS OF SUMMER LIGHTNING, BEN UNEXPECTEDLY CATAPULTS INTO THEIR MIDST WITH A BREATH-TAKING THIRTY-FOOT LEAP--!

HI, EVERYBODY! I DON'T KNOW ANYTHING ABOUT YOU GUYS, BUT YOU SEEM TO BE MANIFESTING BLATANT ANTI-SOCIAL TENDENCIES!

SPIDER-MAN!

KWOK!

A QUICK NAP MAY RELIEVE SOME OF YOUR HOSTILITY!

CAP 'IM! HE CAN'T-- YUMPH!

OMIGOSH! FROM A DISTANCE, I THOUGHT THESE WERE GANG-BANGERS--!

OKAY, MAYBE I CAN'T YUMPH, BUT I CAN CERTAINLY KICKBOX WITH THE BEST OF 'EM!

BUT NOW THAT I'M CLOSER, I REALIZE I'M DEALING WITH--

--MONSTERS!

I DON'T KNOW IF THEY'RE SOPHISTICATED ROBOTS OR MERELY PEOPLE IN ELABORATE COSTUMES--

THOP!

--BUT THEY MUST BE CONNECTED TO MYSTERIO!

A large panel showing Spider-Man and the Armada in a city street. Spider-Man is on the left, looking up at the Armada. The Armada is in the center, looking down at Spider-Man. A large, yellow, monstrous head is on the right, looking towards the center. The background is a city street with buildings and a car.

MAGNIFICENT!

THIS STREET GANG ADDS THE RIGHT TOUCH OF MENACE JUST AS THINGS WERE SLOWING DOWN!

I COULDN'T HAVE ORCHESTRATED THEIR INVOLVEMENT ANY BETTER IF I'D PLANNED IT!

A vertical panel showing Spider-Man's face in a green, smoky environment. He is looking up with a determined expression. The background is a bright green, smoky cloud.

I NEED A BIG FINISH! IF SPIDER-MAN MUST DIE-- AND HE CERTAINLY MUST-- I OWE IT TO MY AUDIENCE TO PROVIDE THEM WITH AN EXPLOSIVE CLIMAX!

I CAN'T FIZZLE OUT LIKE DIE HARD 3 OR STAR TREK VII!

A panel showing a man sitting on a couch, watching Spider-Man on a television. There is a coffee pot and a cup on a table in front of him.

THANKS TO THE D.I.T. CHIP, WHICH ARMADA RECENTLY APPROPRIATED FOR ME, PLUS MY OWN UNRIVALED GENIUS...

A panel showing a man and a woman sitting at a desk. The man is looking at a computer screen, and the woman is looking at him.

...MY AUDIENCE CONTINUES TO GROW AT A GEOMETRIC RATE!

A panel showing a man and a woman looking at each other. The man is on the right, looking towards the woman on the left.

THEY LITERALLY CANNOT PULL THEMSELVES AWAY FROM THEIR TELEVISIONS!

A large panel showing the Armada flying over a city. He is in a yellow and orange suit, flying towards the right. The background is a city with tall buildings.

ARMADA! YOUR FINAL CONFRONTATION WITH THE ACCURSED WALL-CRAWLER IS ALMOST AT HAND!

I'VE BEEN ANXIOUSLY AWAITING YOUR CALL, MYSTERIO!

OF COURSE!

BUT FIRST, WE MUST HEIGHTEN THE SUSPENSE...

DO YOU HAVE HIS LOCATION --?!



UFFF! F-FINALLY MANAGED TO FLATTEN THE LAST OF MYSTERIO'S FRIGHT PACK!

MY ARM'S ON FIRE, AND I MUST HAVE PICKED UP A MINOR CONCUSSION WHEN I SLAMMED INTO THAT WALL EARLIER!

HEAD'S FILLED WITH A CONSTANT BUZZING... ALMOST LIKE WHEN MY SPIDER-SENSE WARNS ME... BUT I DON'T SEE ANY DANGER!



YEAH... WHATEVER... I WAS JUST TRYING TO HELP!

STUFF YO' HELP!

I'M A BURNING BLADE... AND THE BLADES RULE THESE STREETS!

SUIT YOURSELF, YOUR HIGHNESS!



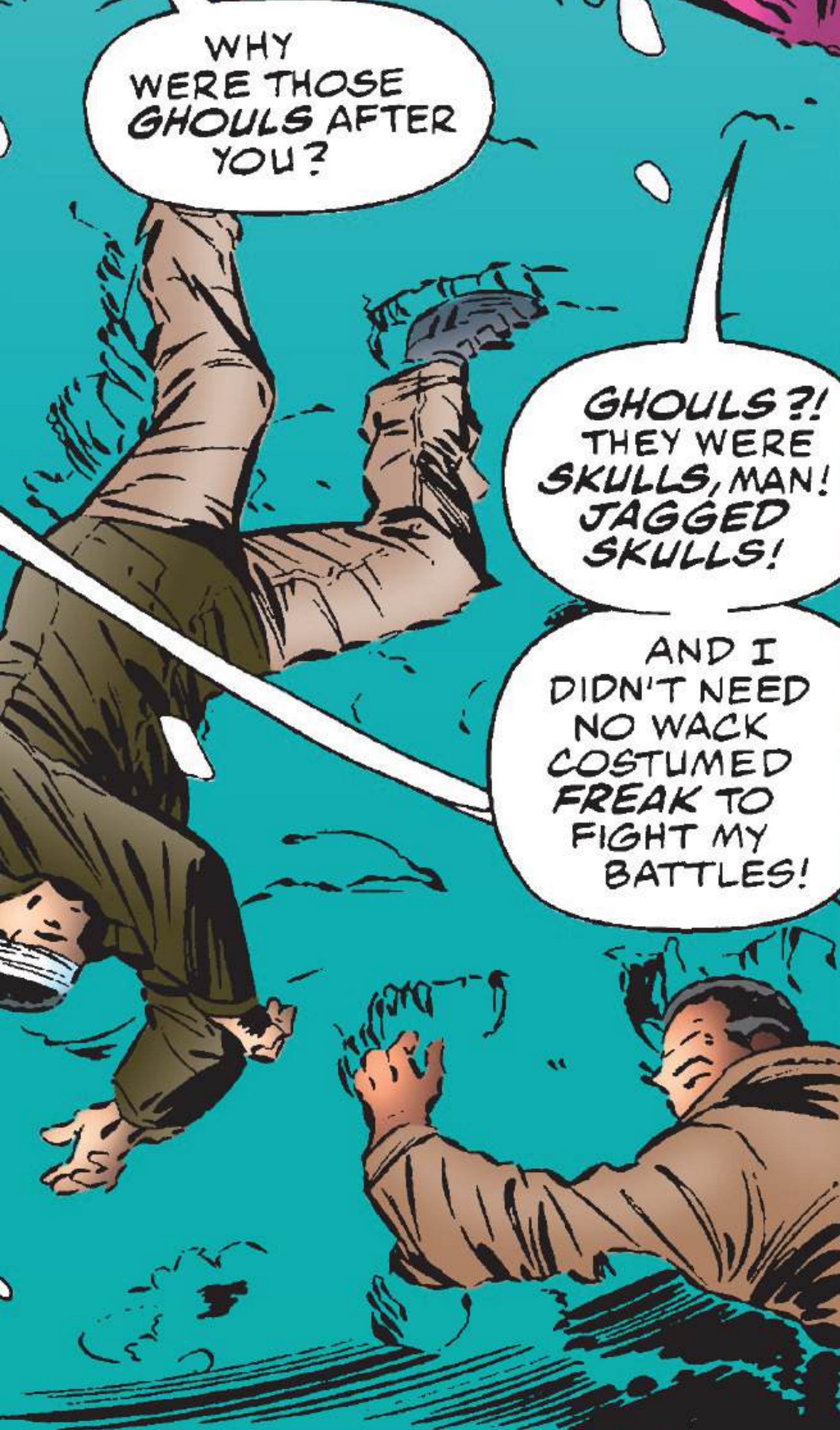
I'VE GOT NO TIME TO WASTE ON YOU OR YOUR ATTITUDE!

BUT I'D ADVISE YOU TO BE LONG GONE BEFORE THESE MONSTERS WAKE UP!



WAKE UP--?!

uhhnn...



WHY WERE THOSE GHOULS AFTER YOU?

GHOULS?! THEY WERE SKULLS, MAN! JAGGED SKULLS!

AND I DIDN'T NEED NO WACK COSTUMED FREAK TO FIGHT MY BATTLES!



Y'KNOW, WEBS... YOU AIN'T EXACTLY JAZZIN' AT FULL VOLUME!



MAYBE SHAKIM OUGHTA BE DOWN WITH YOU!

MERE MINUTES AFTER SPIDER-MAN AND SHAKIM HAVE QUIT THE SCENE, AN ANGRY VOICE GREETES THE SLOWLY AWAKENING SKULLS...

WHAT HAPPENED TO YOU DUDES?!

I-IT WAS THAT YOUNG BLADE!

H-HE HAD HELP!

WHO--?!

S-SPIDER-MAN!

THAT WEB-HEADED FREAK'S GOT NO CALL TO MESS IN SKULL BUSINESS!

I COULDN'T AGREE MORE!

THE MAN NEEDS TO BE TAUGHT A SEVERE LESSON!

W-WHAT DO YOU WANT WITH US, MAN?

MY NAME IS ARMADA, AND I AM MERELY HERE TO ASSIST YOU IN...

...THE EXECUTION OF SPIDER-MAN!

LET'S MOVE, GENTLEMEN! WE'RE ON A TIGHT SCHEDULE! THE EVENING NEWS AIRS IN FORTY MINUTES...

...AND I ALREADY PROMISED MY CLIENT THAT HE CAN LEAD OFF WITH THE WALL-CRAWLER'S DEMISE!

MEANWHILE, BARELY A DOZEN BLOCKS AWAY...

BRAIN'S STILL POUNDING, AND THE WEATHER'S GETTING WORSE!

SHOULD HAVE SEWN A LITTLE EXTRA INSULATION INTO THIS COSTUME WHEN I RECENTLY REDESIGNED IT!

YOU SEEM TO BE A PRETTY SLICK OPERATOR, SHAKIM. HOW'D YOU GET MIXED UP WITH A STREET GANG?

YOU BENT, MAN? IN MY PART OF THE CITY, YOU GET WITH A GANG... OR YOU GET DEAD!

AIN'T MUCH OF A CHOICE!

I DON'T NEED TO HEAR THAT NOISE FROM YOU, MISTER! YOU DON'T KNOW WHAT IT MEANS TO FACE THE STREETS ALONE, HUSTLING JUST TO SURVIVE!

MAYBE I UNDERSTAND A LOT BETTER THAN YOU THINK!

LISTEN, MAN--! I USED TO DREAM ABOUT HAVING A REAL LIFE! OF BEING ONE OF THEM RICH LAWYER DUDES... LIKE MY MAN, JOHNNY COCHRAN!

ODD! I KNOW I SAW AN ARMY OF MONSTERS UNLEASHED ON THIS CITY, BUT THERE'S NO TRAIL OF DESTRUCTION!

DID MYSTERIO CON ME WITH ONE OF HIS ELABORATE ILLUSIONS?!

I'M SURE YOU COULD FIND ANOTHER WAY!

IT'S NOT TOO LATE! YOU COULD STILL GO BACK TO SCHOOL--!

FORGET IT, MAN! I GOT MORE CHANCE TO GROW WINGS, AND--

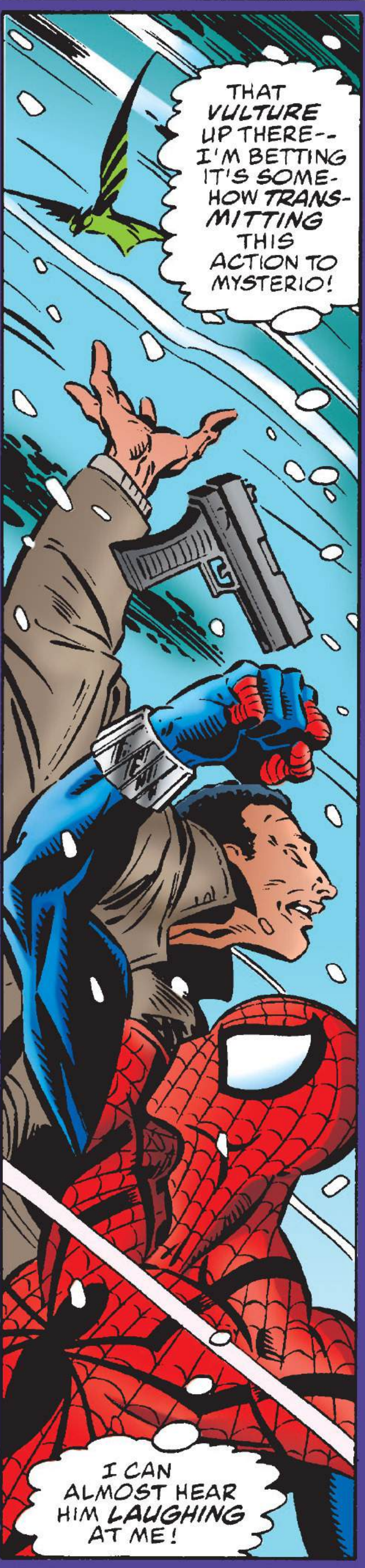
HEY! WHAT'S THAT CRAZY BIRD DOING OUT IN A SNOWSTORM?

I CAN'T TELL YOU ITS EXACT PURPOSE... BUT I CAN GUESS WHO SENT IT!

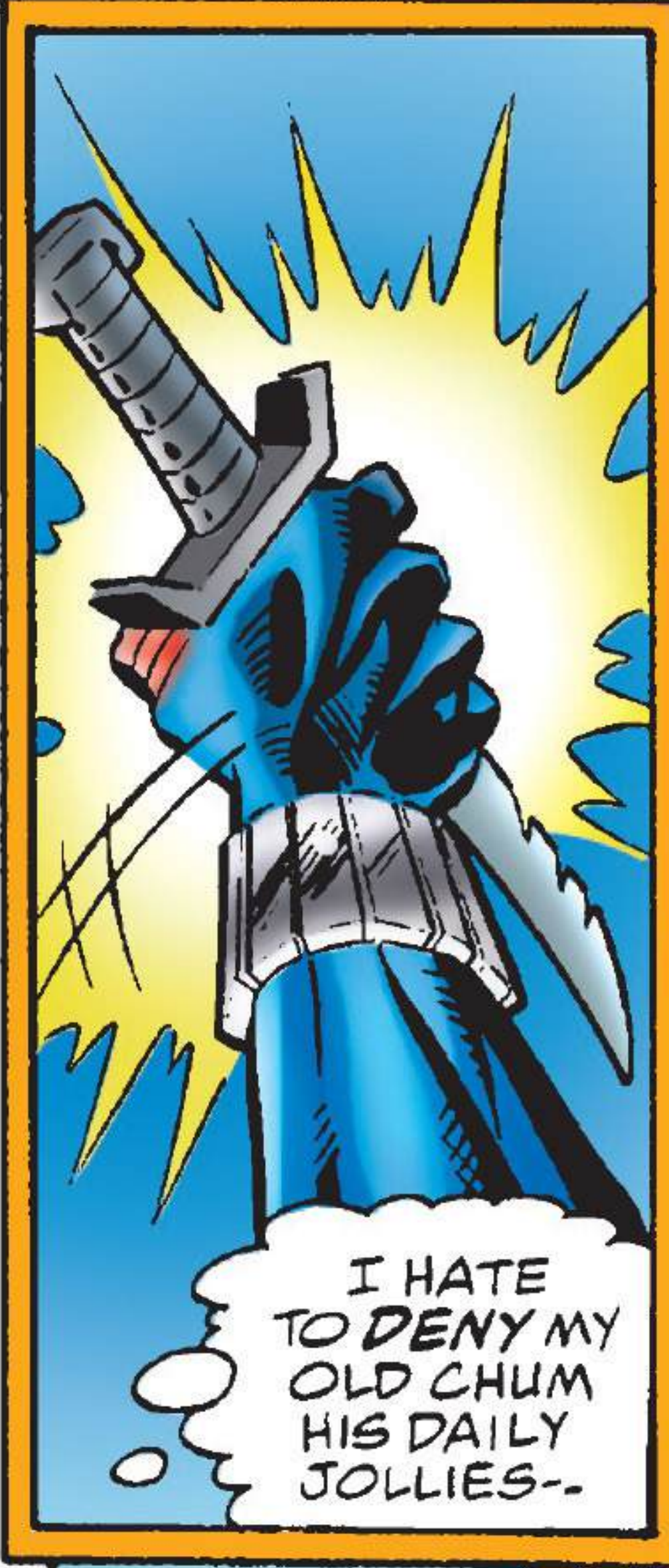
IT'S SOME KIND OF ROBOT, AND THAT CAN ONLY MEAN--!

SHAKIM, GET BACK!

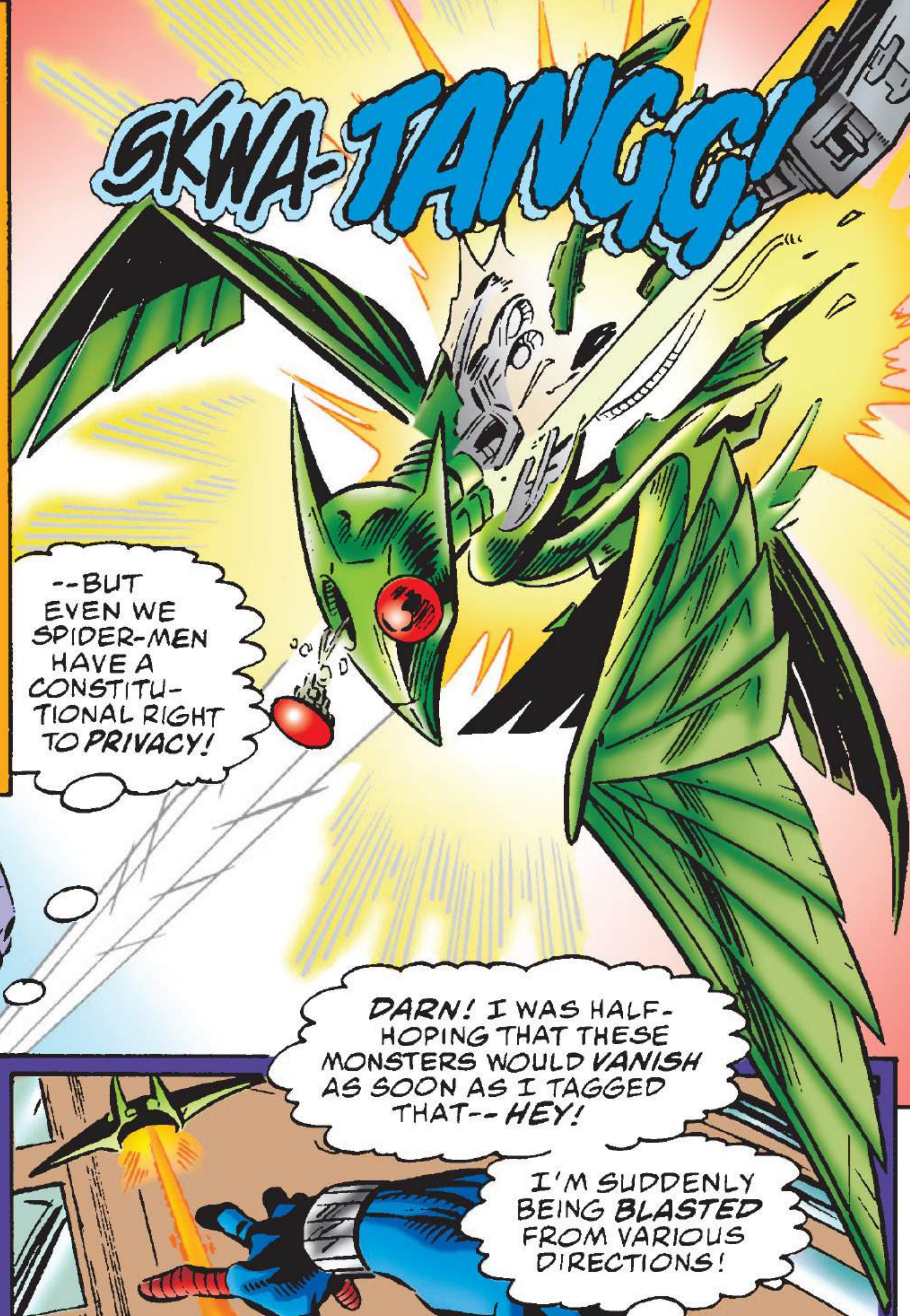




THAT
VULTURE
UP THERE--
I'M BETTING
IT'S SOME-
HOW TRANS-
MITTING
THIS
ACTION TO
MYSTERIO!



I HATE
TO DENY MY
OLD CHUM
HIS DAILY
JOLLIES--



--BUT
EVEN WE
SPIDER-MEN
HAVE A
CONSTITU-
TIONAL RIGHT
TO PRIVACY!

SKWA-TANGG!



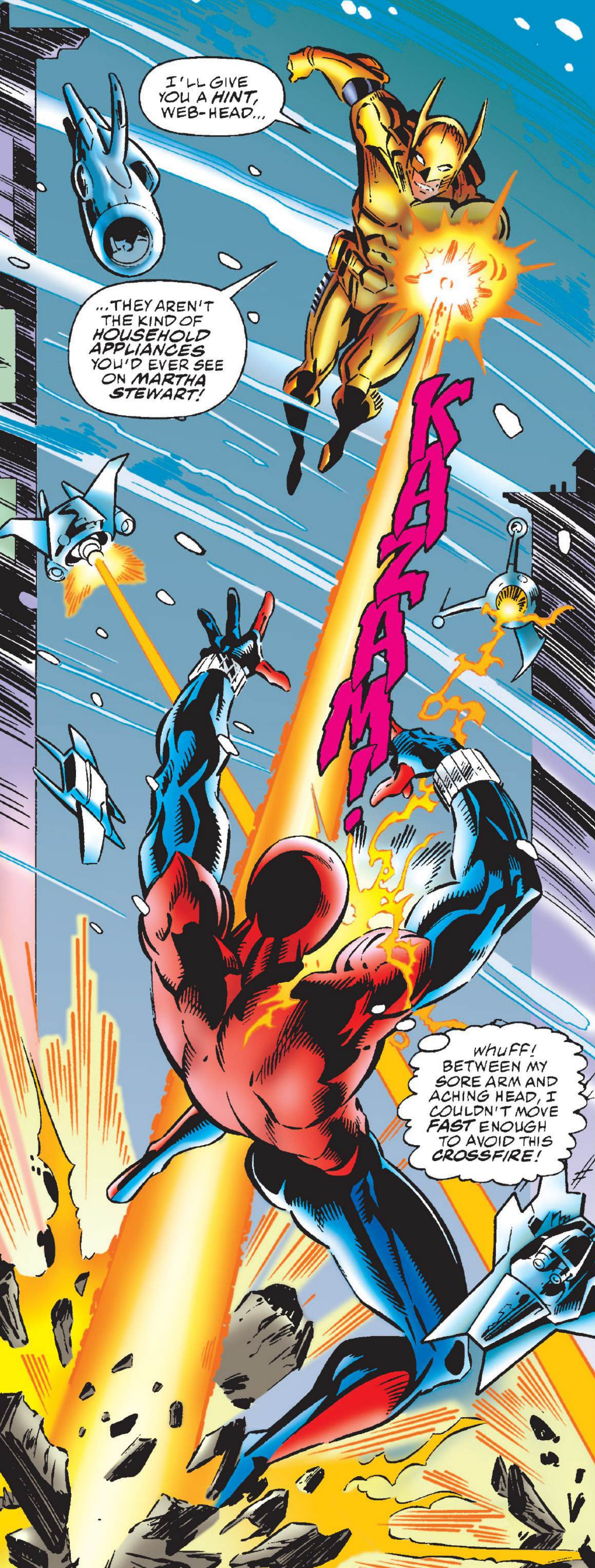
DARN! I WAS HALF-
HOPING THAT THESE
MONSTERS WOULD VANISH
AS SOON AS I TAGGED
THAT-- HEY!

I'M SUDDENLY
BEING BLASTED
FROM VARIOUS
DIRECTIONS!

I CAN
ALMOST HEAR
HIM LAUGHING
AT ME!

NAWK!

AND I
RECOGNIZE
THE GIZMOS
RESPONSIBLE
--!



I'LL GIVE YOU A HINT, WEB-HEAD...

...THEY AREN'T THE KIND OF HOUSEHOLD APPLIANCES YOU'D EVER SEE ON MARTHA STEWART!

WHUFF! BETWEEN MY SORE ARM AND ACHING HEAD, I COULDN'T MOVE FAST ENOUGH TO AVOID THIS CROSSFIRE!



SMILE, MY FRIEND! YOU'RE ABOUT TO MAKE TELEVISION HISTORY!

YO, SHAKIM--!

JAMIE! WHAT ARE YOU DOING BACK HERE--?!

I HEARD ALL THEM **SKULLS** SCREAMING! FIGURED THEY'D BEEN AMBUSHED BY AN ARMY OF BLADES!

BUT THIS IS WAY COOLER--!

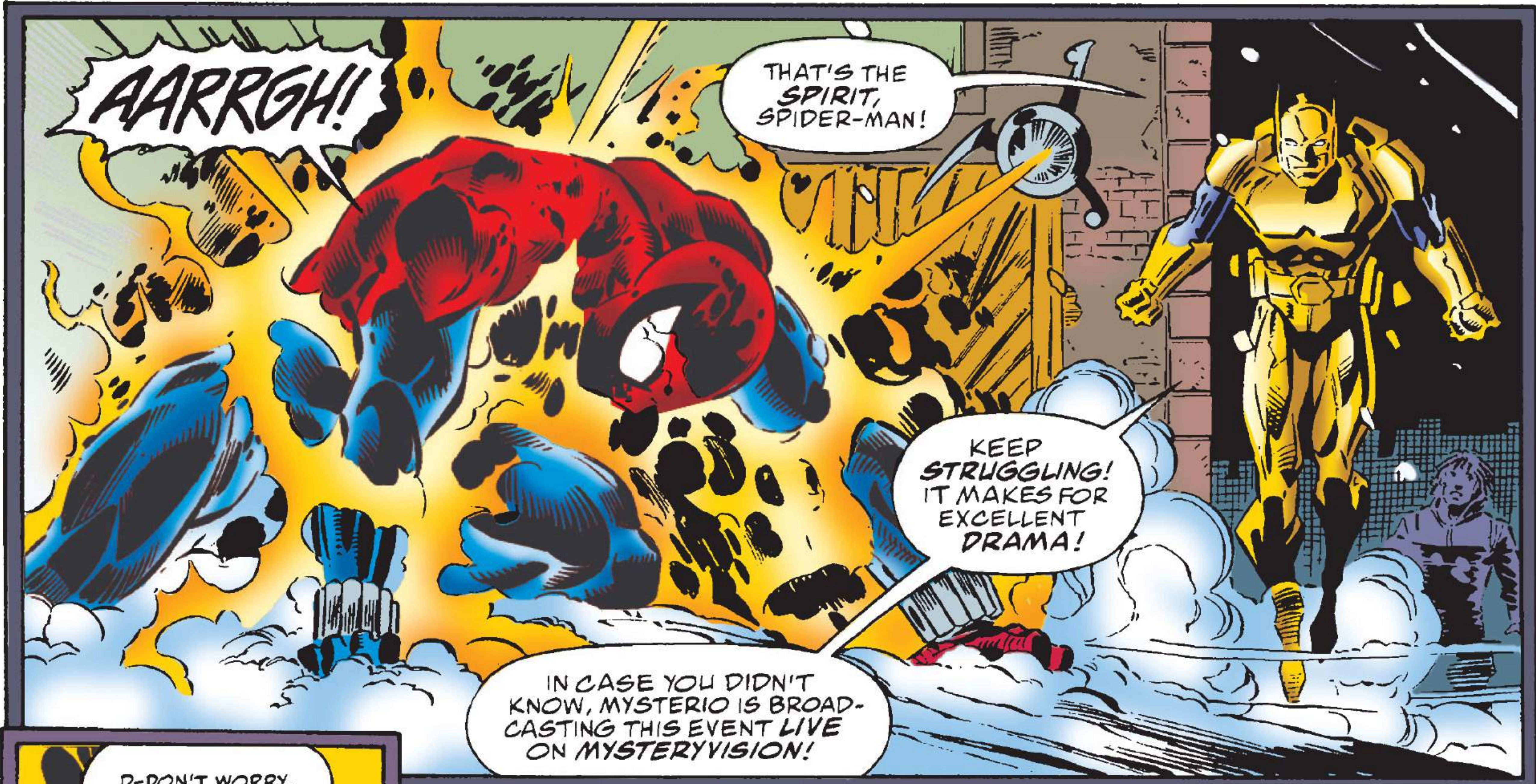
SCOPE IT, MAN! THESE DUDES ARE TOTALLY WASTED!



WE CAN OFF THEM ALL!

CAN YOU IMAGINE THE RESPECT WE'LL GET?!







WE GOTTA
SAVE THE SPIDER-
DUDE, JAMIE! I
OWE HIM!

HE AIN'T OUR
PROBLEM, MAN!
LET HIM ROAST!

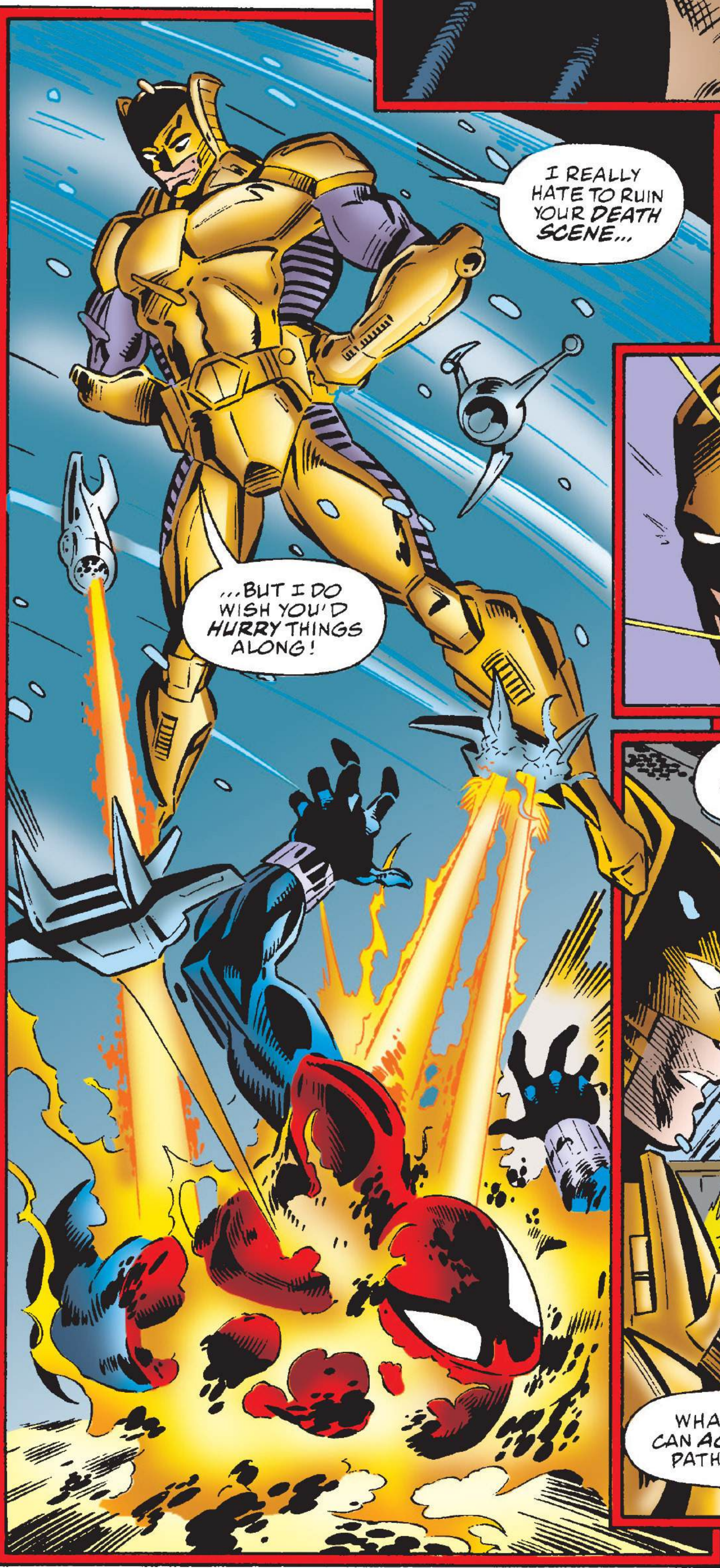
IT'S THE WAY
OF THE STREETS!



HANG THE
STREETS!

THERE'S
GOTTA BE
ANOTHER
WAY!

A
BETTER
WAY!



I REALLY
HATE TO RUIN
YOUR DEATH
SCENE...

...BUT I DO
WISH YOU'D
HURRY THINGS
ALONG!



A MERCENARY LIKE MYSELF GETS
PAID BY THE JOB, NOT THE ACTUAL
TIME IT TAKES TO-- HEY!

B-TANG!
B-TANG!
B-TANG!



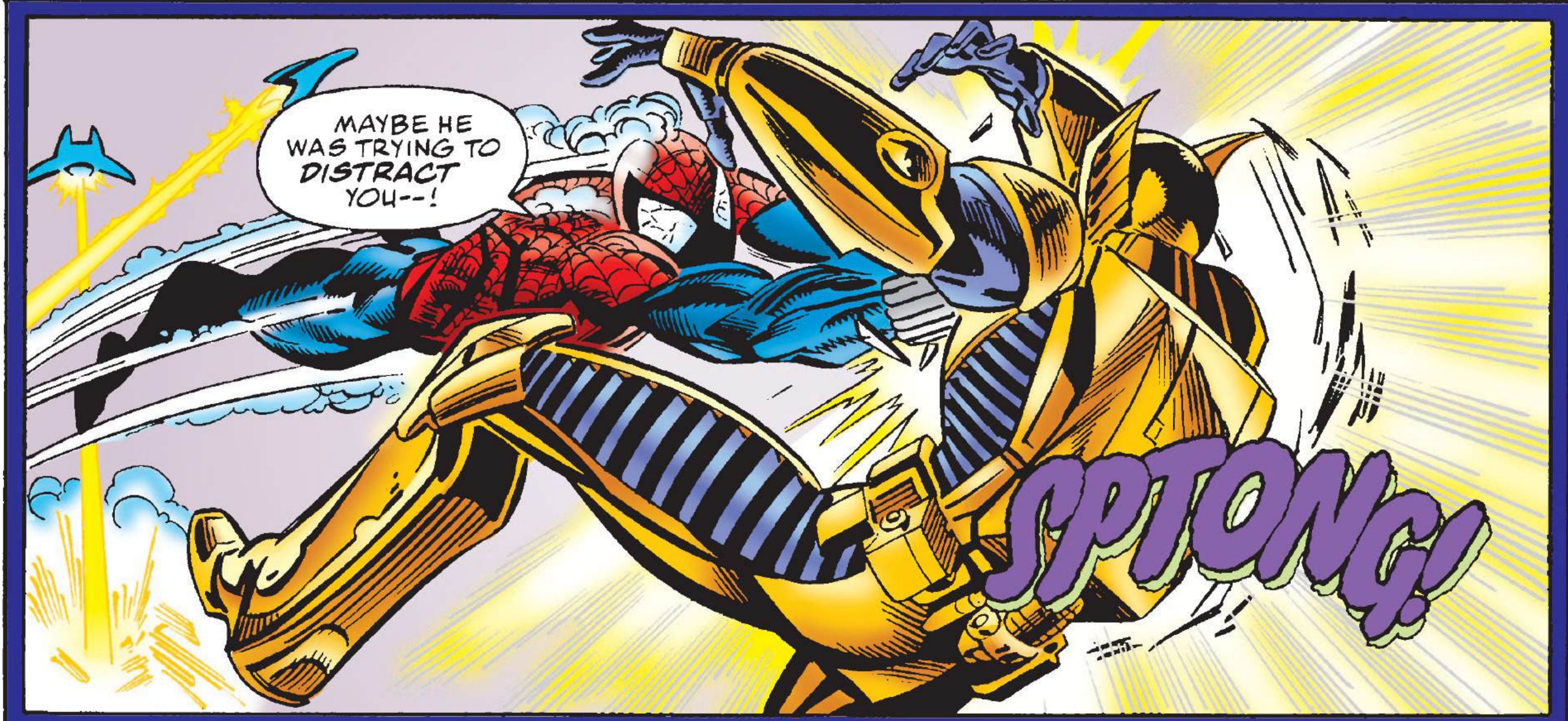
I DON'T
BELIEVE
THIS--!

ARE YOU
OUT OF
YOUR MIND,
KID?

WHAT DO YOU THINK YOU
CAN ACCOMPLISH WITH THAT
PATHETIC LITTLE POPGUN?!



HA HA HA
HA HA



MAYBE HE WAS TRYING TO DISTRACT YOU--!

SPONG!



OR HE MIGHT HAVE BEEN HOPING A LUCKY SHOT COULD DAMAGE A CRITICAL PIECE OF YOUR EQUIPMENT!

OWW! I'VE REALLY GOTTA LEARN TO RESTRAIN MY ENTHUSIASM, AND STOP TRYING TO SLUG HIM WITH MY INJURED LEFT ARM!

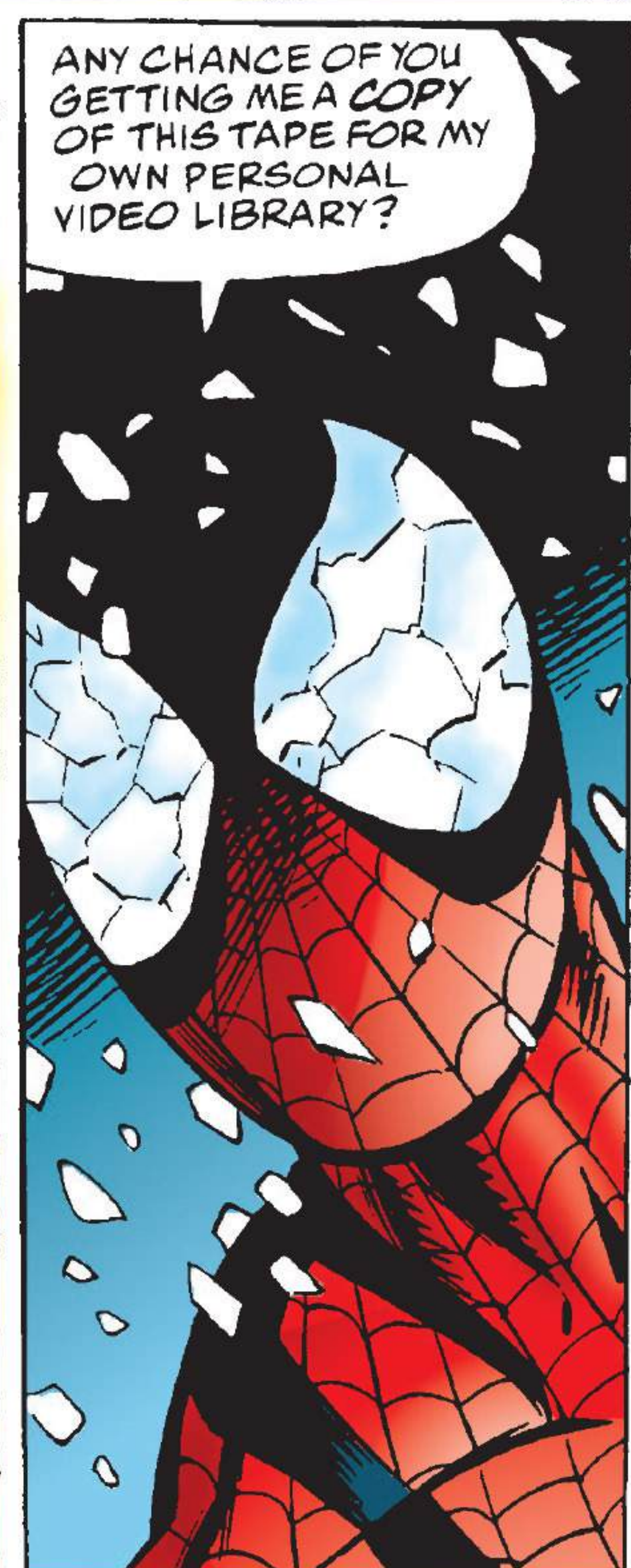
HEY! ARE YOU SURE MYSTERIO IS GETTING ALL THIS?

RWOOOM!



I'D HATE FOR HIM TO MISS A SINGLE, ACTION-PACKED MOMENT!

YOU'VE MOCKED ME FOR THE LAST TIME, SPIDER-MAN!



ANY CHANCE OF YOU GETTING ME A COPY OF THIS TAPE FOR MY OWN PERSONAL VIDEO LIBRARY?



YOU'RE EXHAUSTED! ON THE VERGE OF COLLAPSE--!

BUT MY BODY ARMOR HAS BEEN SECRETLY RECHARGING ITSELF!

BY NOT FIGHTING BACK, I HAVE REGAINED ENOUGH STRENGTH AND POWER TO EASILY DESTROY YOU!

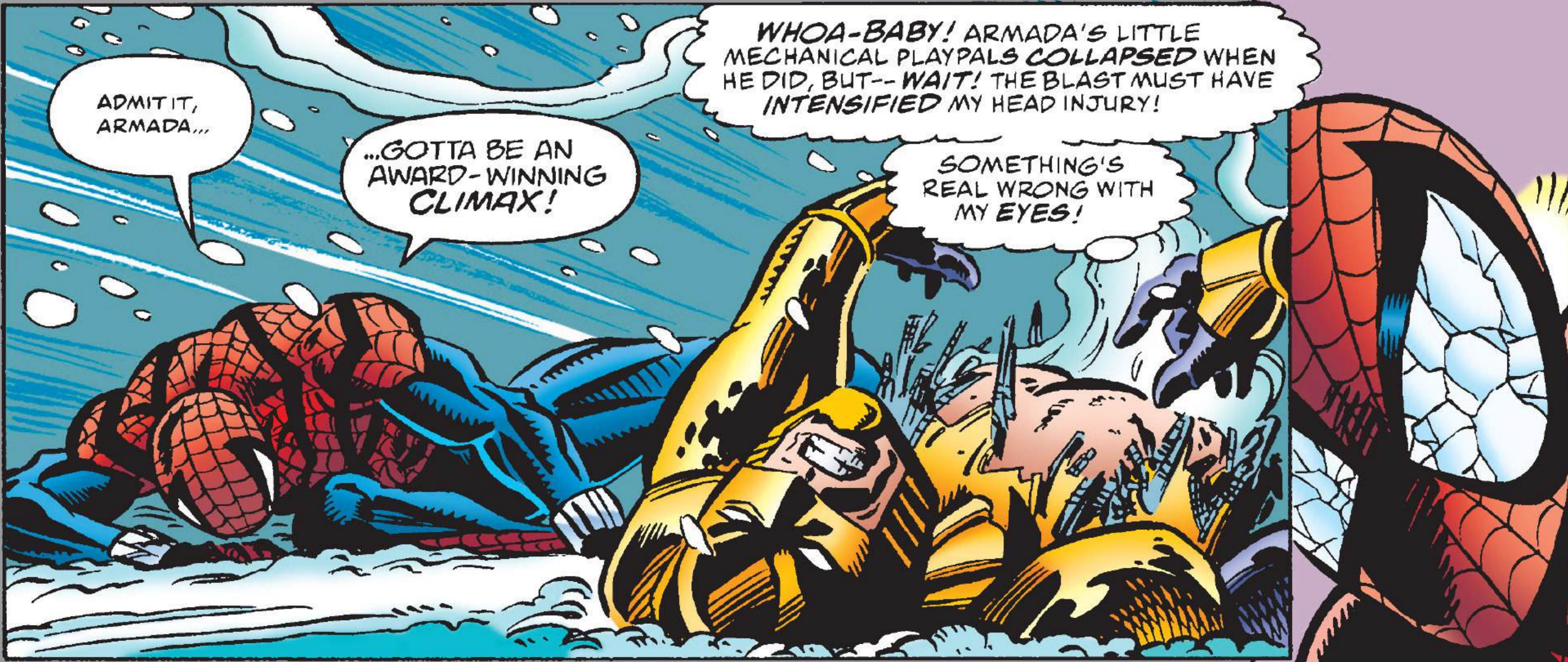


DON'T
BET
ON IT,
SWEETIE!

BWOOM!

PWAKA-

ARRRKK!

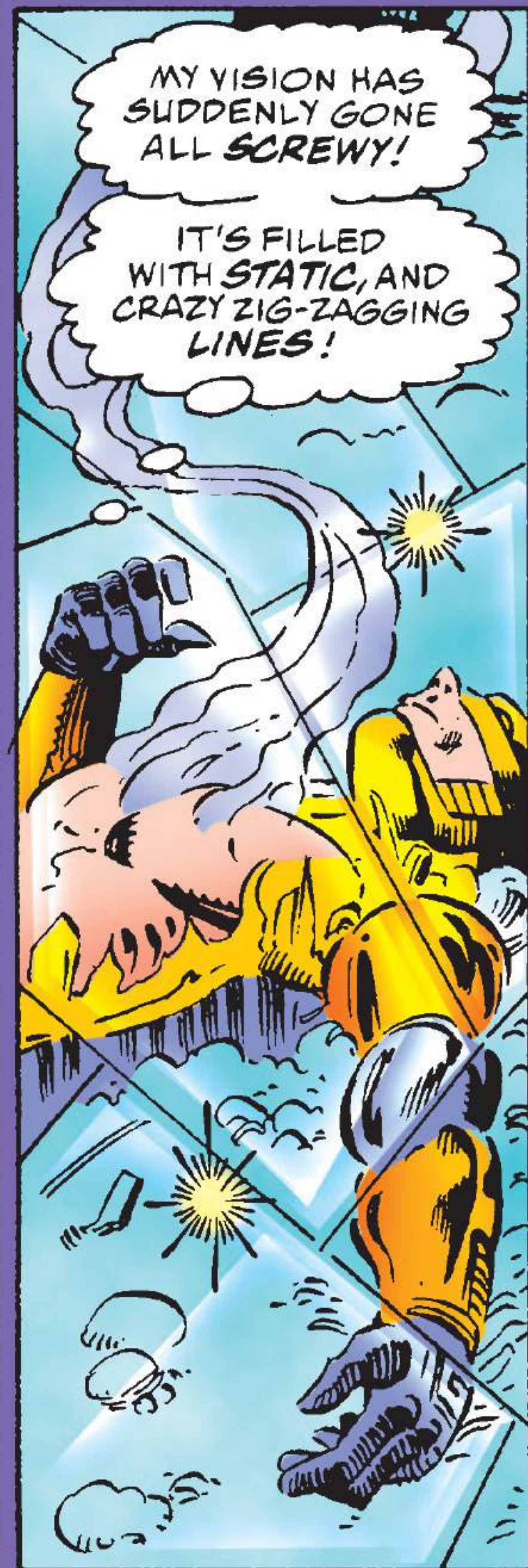


ADMIT IT,
ARMADA...

...GOTTA BE AN
AWARD-WINNING
CLIMAX!

WHOA-BABY! ARMADA'S LITTLE
MECHANICAL PLAYPALS COLLAPSED WHEN
HE DID, BUT-- WAIT! THE BLAST MUST HAVE
INTENSIFIED MY HEAD INJURY!

SOMETHING'S
REAL WRONG WITH
MY EYES!



MY VISION HAS
SUDDENLY GONE
ALL **SCREWY!**

IT'S FILLED
WITH **STATIC**, AND
CRAZY ZIG-ZAGGING
LINES!



JUST LIKE WHAT
YOU SEE ON--

--A BUSTED
TELEVISION?!

MAN! I MUST BE
THE WORLD'S BIGGEST
CHUMP!



THESE TRANSPARENT
LENSES WERE COVER-
ING MY EYEPieces THE
WHOLE TIME!

MYSTERIO MUST'VE
SECRETLY PLANTED
THEM ON ME WHEN HE
HAD ME WEAR THAT
STUPID **3-D VISOR!***

THAT'S WHY MY
HEAD'S BEEN POUNDING!
MY **SPIDER-SENSE** WAS
TRYING TO WARN ME!

*SEE **SENSATIONAL
SPIDER-MAN #1**--Bob.



NO WONDER I WAS
SEEING **MONSTERS!**
MYSTERIO WAS USING
THEM TO BROADCAST
THE **ILLUSIONS** THESE
THINGS WERE MAKING
ME SEE!

WELL,
MAYBE I CAN
FIND A WAY TO
RETURN THE
FAVOR...



CURSE THAT
OVERCONFIDENT,
WALL-CRAWLING
CLOWN!

HE RUINED THE
CATAclysmic ENDING
THAT I HAD SO CARE-
FULLY CONCEIVED
FOR HIM!

WHAT NERVE! WHO IS
SPIDER-MAN TO REWRITE
MY WORK? HOW DARE HE
SURVIVE ARMADA'S
ASSAULT?!

I AM THE WORLD'S
GREATEST SHOWMAN!
IT WAS MY **GENIUS**... MY
VISION... THAT CREATED
THE **MYSTERYVISION**
NETWORK!

AND SOON... VERY SOON...
IT WILL BE MY INCOMPA-
RABLE INTELLECT WHICH
WILL FINALLY ORCHESTRATE
A MOST HUMILIATING
FINALE FOR THE NOT-SO-
AMAZING **SPIDER-MAN!**





YOU CAME THROUGH FOR ME WHEN IT **COUNTED**, SHAKIM!

I APPRECIATE THE **ASSIST**!

YOU **OKAY**, MAN? WHAT ARE YOU PLANNING TO DO WITH THAT **GUN**?!

THAT'S THE **QUESTION**, WEBS...

A PIECE LIKE THIS WOULD GAIN ME **SERIOUS RESPECT** ON THE STREETS!



FUNNY, THOUGH, IT DIDN'T STOP **JAMIE** FROM DITCHIN' ME, OR GOIN' **FOUL**!



BEING A **BLADE** USED TO MAKE ME FEEL SO **SPECIAL**!

THE **GANG** WAS MY FAMILY... MY **LIFE**!



JUST GOES TO SHOW WHAT A **FOOL** I WAS!



MY DREAMS OF BEIN' A **LAWYER-MAN** MAY BE TOTALLY **IMPOSSIBLE**...

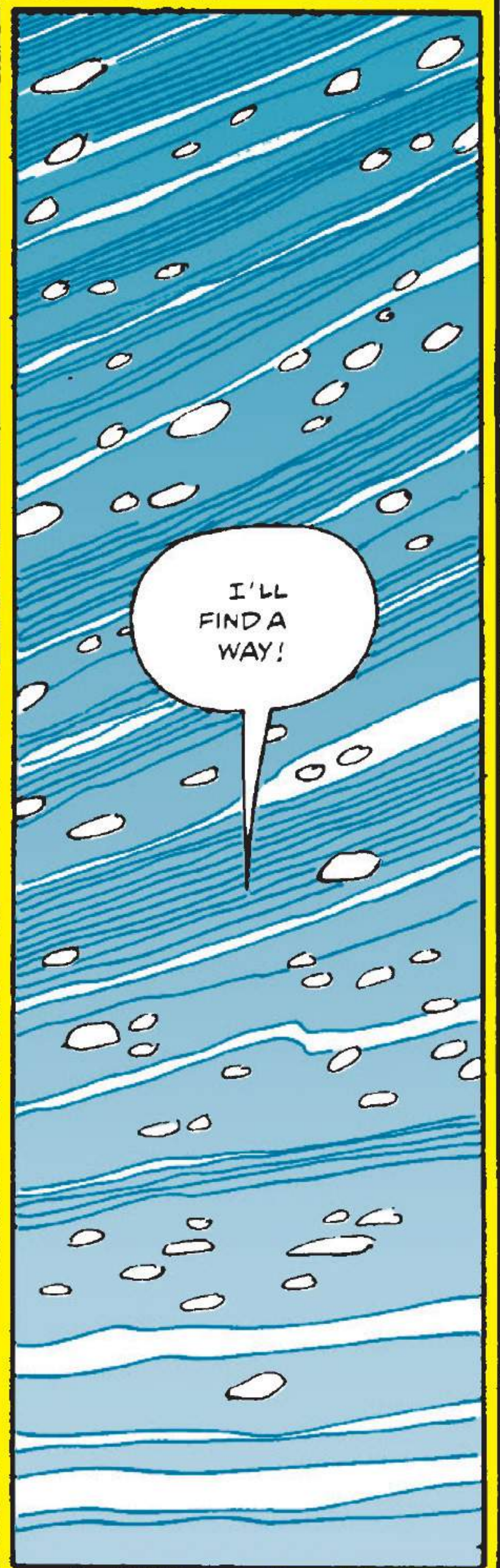
...BUT YOU PROVED THAT EVEN THE **IMPOSSIBLE** CAN BE CONQUERED IF YOU JUST DON'T **QUIT**!



HOW WILL YOU SURVIVE ON YOUR OWN--?!

DON'T RIGHTLY **KNOW**...

...BUT I'LL FIND A **WAY**!



I'LL FIND A **WAY**!



I'M SURE YOU WILL, MY FRIEND...

...BUT I CAN STILL OFFER A HELPING HAND!



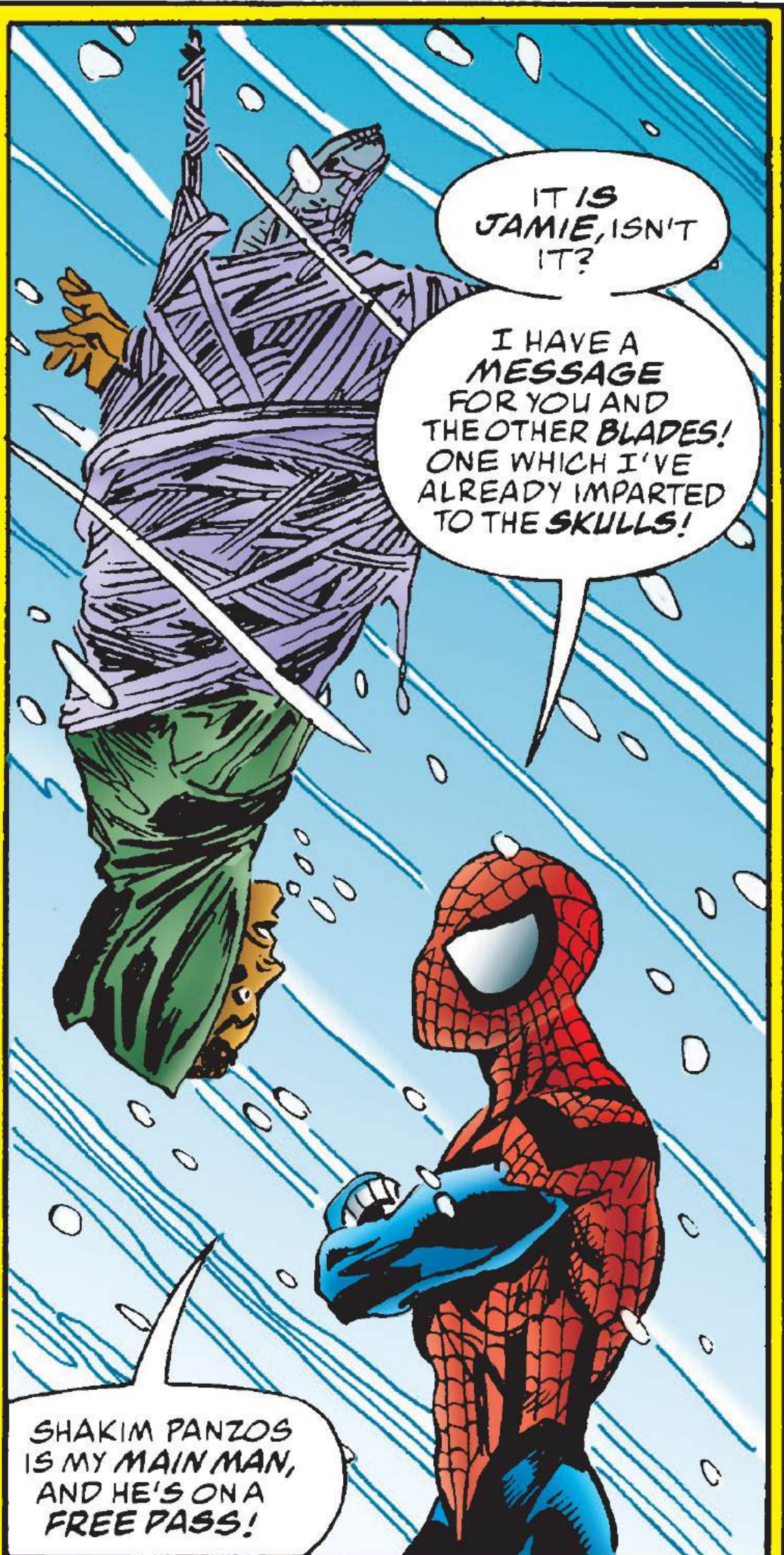
Oooogh...

WAKEY-WAKEY, JAMIE--!



h-huh?!

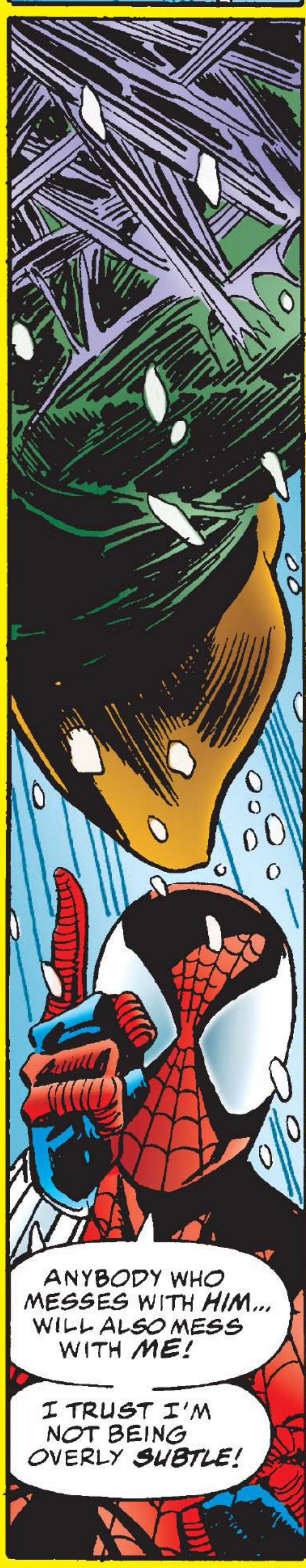
HI, THERE!



IT IS JAMIE, ISN'T IT?

I HAVE A MESSAGE FOR YOU AND THE OTHER BLADES! ONE WHICH I'VE ALREADY IMPARTED TO THE SKULLS!

SHAKIM PANZOS IS MY MAIN MAN, AND HE'S ON A FREE PASS!



N-NAH!

W-WE COOL!

GOOD! KEEP IT THAT WAY!

FINALLY MANAGED TO UNCLOG MY WEB-SHOOTERS --IF ONLY TEMPORARILY-- BUT MY ARM'S STILL NOT 100%!



I DON'T KNOW IF MY THREAT WILL WORK, BUT IT'S THE BEST I CAN DO FOR SHAKIM NOW!

MY OL' SPIDEY LUCK SEEMS TO BE AS ROTTEN AS EVER, BUT I CAN'T WORRY ABOUT THAT NOW--

--BECAUSE I'M ABOUT TO FACE MYSTERIO IN WHAT PROMISES TO BE THE FIGHT OF MY LIFE!

TO BE CONCLUDED... IN SPIDER-MAN #65!

ANYBODY WHO MESSES WITH HIM... WILL ALSO MESS WITH ME!

I TRUST I'M NOT BEING OVERLY SUBTLE!

THE SPIDERS' WEB

%MARVEL COMICS
387 PARK AVE. SO.
NEW YORK, NY
10016

**BOB
BUDIANSKY,**
EDITOR

**MARK
BERNARDO,**
ASST. EDITOR

CORRESPONDENTS: IF YOU DON'T WANT YOUR FULL ADDRESS PRINTED, PLEASE LET US KNOW.

APOLOGIES DEPT.

We'd like to take this opportunity to thank Joe Rubinstein for pitching in on the inks for AMAZING SCARLET SPIDER #2. Unfortunately, we neglected to include a credit for Joe in that issue.

We hope that Joe will accept our sincerest apologies, and our promise that it won't happen again... at least until the next time it happens!

— Bob and Mark

Dear Spider's Web,

AMAZING SPIDER-MAN #403 was one of the best single issues of any comic book that I have ever read. Spider-Man being tried in a court for nothing more than his own impossibly bad luck, by a judge, jury and prosecutor consisting of some of the most powerful super-villains to ever walk the Earth! His lawyer? None other than the mighty Kaine himself!

It's incredible how many people blame Spidey for ruining their lives, especially after all he's done for the city, the country, the world and even the universe itself! It was bound to come to a head sooner or later, and it couldn't have been handled better, in my opinion. Spider-Man has always been one of the most moral and strong-willed heroes in the comic book industry, but I think that since his recent bout with insanity and the gauntlet of emotional trials he's recently faced, he's become even stronger!

One last thing: could you guys con J.M. DeMatteis and Mark Bagley into doing a Judas Traveller graphic novel or limited series? I'd sell half my vital organs to get my hands on something like that!

James Dysart
1703 NE 13th Avenue #33
Brainerd, MN 56401

The esteemed Mr. DeMatteis is more than busy right now, James, writing DAREDEVIL and DOCTOR STRANGE for Marvel's Edge line. But he has expressed an interest in coming back to do a special Spider-Man project, so we'll keep you posted on that.

Dear Marvel,

For nearly twenty years, I have been a fan of Spider-Man, through good times and bad. I have always loved the Spider-Man comics, but now it could all be ruined by the current clone storyline.

At the time of this writing (ASM #404 is just out), the conclusion is still far away, but it looks as if twenty years of stories and major events in Spider-Man's life are just going to be thrown away by claiming that all these events happened to the clone.

My only hope is that the whole storyline is a gigantic joke by the Jackal. He hates Peter, so wouldn't he do everything

he could to make Peter believe that he was the clone, even faking blood tests, altering the real Spider-Man's blood, to make it seem like he was the clone?

I only hope that the above is true, and Spider-Man can be an incredible comic again.

Joseph Devlin
155 Berneray Street
Glasgow, Scotland
United Kingdom

Sorry, Joseph, but the Hulk's got dibs on the "incredible" adjective! Luckily, Spidey's got "amazing", "spectacular" and now "sensational" to choose from!

Keep in mind that we're *not* throwing out twenty years of stories and major events in Spider-Man's life. Everything that has occurred since AMAZING SPIDER-MAN #149 indeed "happened", and things would have gone exactly the same way if it were Ben Reilly in Peter's place, since they are, in essence, the same person. It is only now, with five years of different life experiences between them, that they are separate individuals with their own identities.

Dear Spider-Men,

My long-lasting subscription to the Spider-titles recently came to an end, with ASM #399. I loved that issue – it had it all. But alas, I didn't renew. I am getting older and I thought that I would just buy issue #400 and let my passion die. So I did. I tried some other companies in the hope of finding some spark to rekindle my once passionate love for comics. I didn't find it.

The other day, I was visiting my local comics retailer when I decided to take a look at how my favorite web-slinger was doing after I left him in such trouble. I picked up #404 and I was blown off my feet. Was this the same comic I had recently given up on? This comic was supersaturated with action, intrigue, great art, epic drama and new digitally mastered coloring! This was one of the best comics I have ever read!

I can't believe Peter Parker is a clone. I can't believe Ben Reilly is the real deal. I can't get enough of this "Spidercide". And most of all, I can't believe you made an army of spectacular Spider-Men!

Thank you for bringing me back. I am now here to stay after my ill-timed sabbatical.

Kip Sneen
6009 Gettysburg Avenue
New Hope, MN 55428

Welcome back to the fold, Kip! We missed you! Now, what did you think of the events that occurred *after* your return? We hope we haven't lost you again!

Dear Spider-Men,

I must say, AMAZING SPIDER-MAN

#404 was fantastic. The "Maximum Clonage" story is excellent. The artwork is very impressive. I've just finished SPIDER-MAN: MAXIMUM CLONAGE OMEGA and am still recovering from the conclusion. After months of this clone saga, it has finally ended. You guys deserve a vacation after this story!

I find it sad to learn that Miles Warren's whole life revolved around Gwen Stacy. When she died, so did, in a way, Warren. When the Jackal returned in ASM #399, he seemed as though all he wanted to do was bring pain and misery to the lives of Peter Parker and Ben Reilly. Now, it seems that he was just a lonely man seeking vengeance for a long-lost love. Everything he did was for Gwen. I never thought the death of one woman could bring such pain and misery. The Jackal's death was just as lonely as his life.

And then there's Kaine. He has become my favorite character in the *entire* Marvel Universe and I hope to see him again. I think he will return because when he died, the Jackal said that he was just a pile of bad chemicals, but then he looked at one of his cloning pods and said that even bad chemicals could be put to good use. So, will we see Kaine again?

And when will we see Traveller and Scrier again, and when we learn about their secret pasts?

Peter Albitz
Box 613 RD5
Boyertown, PA 19512

No plans for the return of Traveller and Scrier just yet, but we have an inkling that they'll pop up again when they're least expected!

Hope you didn't miss SCARLET SPIDER UNLIMITED #1, Peter – it dropped some clues about the current status of Kaine! Plus, it just so happens that your favorite character will be showing his disintegrating face verry soon!

NEXT ISSUE:

The "Media Blizzard" storyline concludes in SPIDER-MAN #65! It's the final showdown between Spider-Man and the new Mysterio... with the minds of Mysteryvision's addicted audience at stake!

NEXT ISSUE:

The Great Game is on again... and its latest players – whether they like it or not – are Spider-Man and his arch-nemesis Kaine! And it looks like these hated enemies must join forces to survive the latest round of super-powered game players! Calling the match are colorful commentators Tom DeFalco, Mark Bagley and Larry Mahlstedt!



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SPIDER-MAN



MEDIA
BLIZZARD

PART
OF
3

JRJR
&
AW

NEW YORK CITY.

FOR FIVE YEARS THE MAN INSIDE THE COSTUME BELIEVED HIMSELF TO BE A CLONE OF PETER PARKER.

HE LEFT THE CITY, TRAVELED AROUND THE WORLD, KNOWING THAT HE WOULD NEVER BE ABLE TO RETURN TO THE ONLY LIFE HE EVER KNEW.

BUT THINGS CHANGE AND TIME PASSES.

HE HAS RECLAIMED HIS IDENTITY AND ALL ELSE SEEMS LIKE NOTHING MORE THAN A RAPIDLY FADING NIGHTMARE.

NOW, AS HE CRAWLS DOWN THE SIDE OF A BUILDING, ONE ARM SPRAINED, HIS HEAD ACHING FROM A RECENT BLOW, THE WIND-DRIVEN SNOW CUTTING THROUGH HIS NEWLY DESIGNED COSTUME...

...AND THE ONLY THING KEEPING THE COLD AT BAY IS THE BODY HEAT GENERATED BY THE THRILL OF PURSUING A COSTUMED SUPER-VILLAIN...

...SPIDER-MAN KNOWS MORE THAN EVER...

...HE IS BACK WITH A VENGEANCE.

MEDIA BLIZZARD

PART 3 OF 3

Unplugged

howard mackie
writer

richard starkings
comcraft
lettering

john romita, jr.
and **tom morgan**
pencilers

kevin tinsley
colors

malibu's hues
color seps

al williamson
and **dick giordano**
inkers

eric fein
editor

bob budiansky
editor in chief

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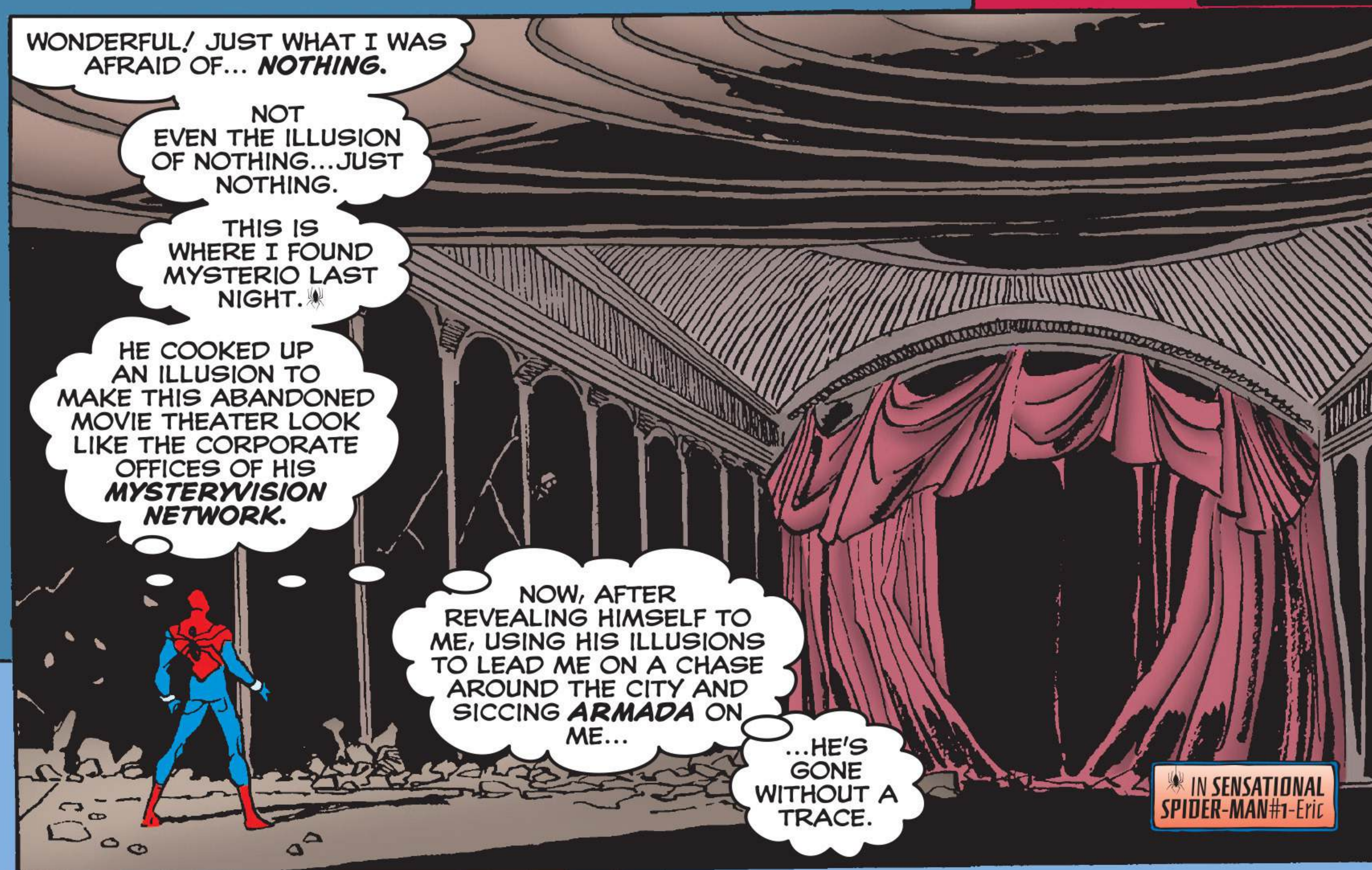
I'M COMING FOR YOU, MYSTERIO!



AND THIS TIME, I PROMISE...



...IT'S PERSONAL!



WONDERFUL! JUST WHAT I WAS AFRAID OF... **NOTHING.**

NOT EVEN THE ILLUSION OF NOTHING...JUST NOTHING.

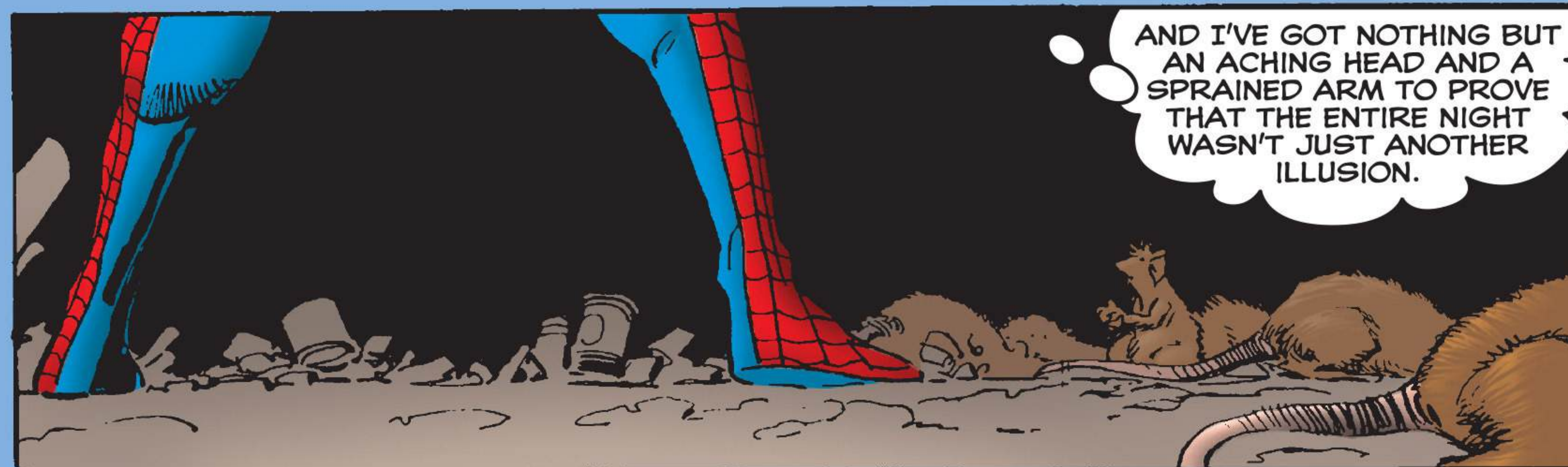
THIS IS WHERE I FOUND MYSTERIO LAST NIGHT.

HE COOKED UP AN ILLUSION TO MAKE THIS ABANDONED MOVIE THEATER LOOK LIKE THE CORPORATE OFFICES OF HIS MYSTERYVISION NETWORK.

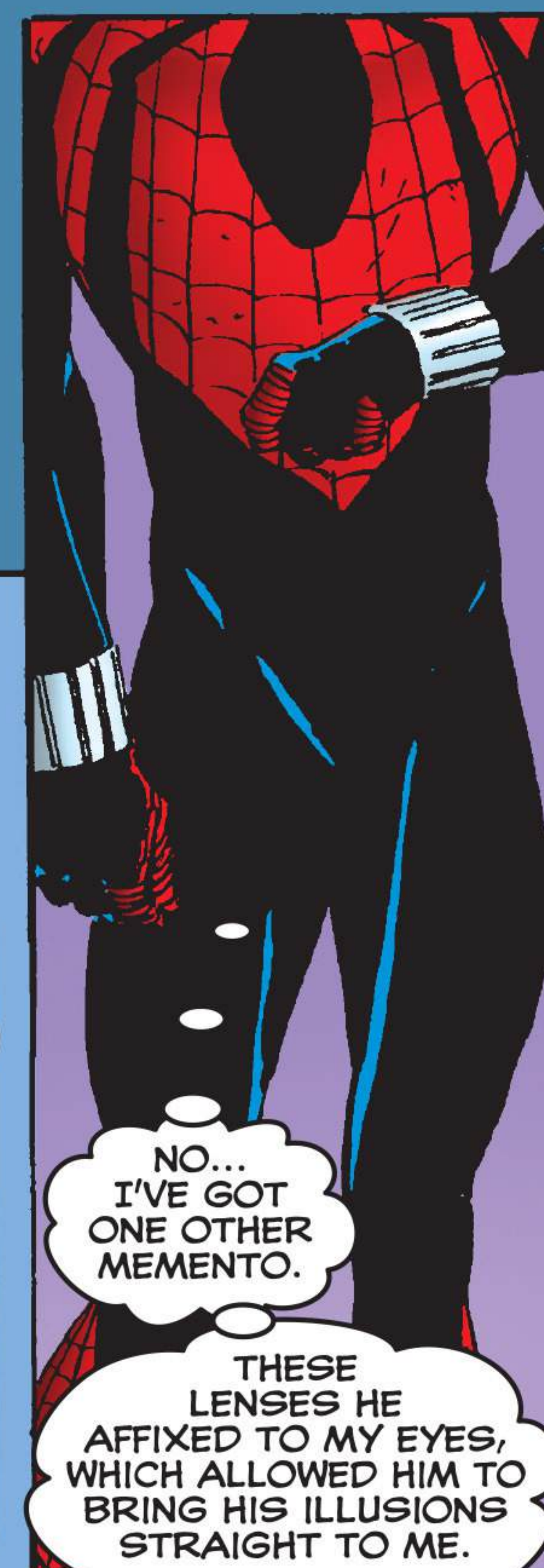
NOW, AFTER REVEALING HIMSELF TO ME, USING HIS ILLUSIONS TO LEAD ME ON A CHASE AROUND THE CITY AND SICCING ARMADA ON ME...

...HE'S GONE WITHOUT A TRACE.

IN SENSATIONAL SPIDER-MAN #1-ERIC



AND I'VE GOT NOTHING BUT AN ACHING HEAD AND A SPRAINED ARM TO PROVE THAT THE ENTIRE NIGHT WASN'T JUST ANOTHER ILLUSION.



NO... I'VE GOT ONE OTHER MEMENTO.

THESE LENSES HE AFFIXED TO MY EYES, WHICH ALLOWED HIM TO BRING HIS ILLUSIONS STRAIGHT TO ME.



THEY MAY COME IN HANDY IN TRACKING HIM DOWN LATER ON, BUT, RIGHT NOW...

...I NEED SLEEP.



MIDTOWN
MANHATTAN.

THE TELEVISION WORLD
IS BUZZING WITH THE
METEORIC RISE OF THE
MYSTERYVISION NETWORK.

TONIGHT, AT THE NEWLY RENOVATED,
LUXURIOUS OFFICES OF THE FLEDGLING
NETWORK, A CELEBRATION, THE LIKES
OF WHICH HAVE ONLY BEEN SEEN IN
HOLLYWOOD, IS UNDERWAY.

HERE, ALL THE MOVERS AND
SHAKERS IN THE ENTERTAINMENT
FIELD HAVE COME TO COURT THE
FAVOR OF THE PRESIDENT OF THE
NETWORK...Mr. RANDOLPH HINES.

Mr.
HINES, BABE,
I'VE GOT A
DEAL FOR
YOU.

LOVE
THE WINTER
LINE-UP,
HINES.

LET'S
DO
LUNCH.

RANDY, KID,
I'VE GOT JUST
THE ACTRESS FOR
THAT LATEST
DEVELOPMENT OF
YOURS.

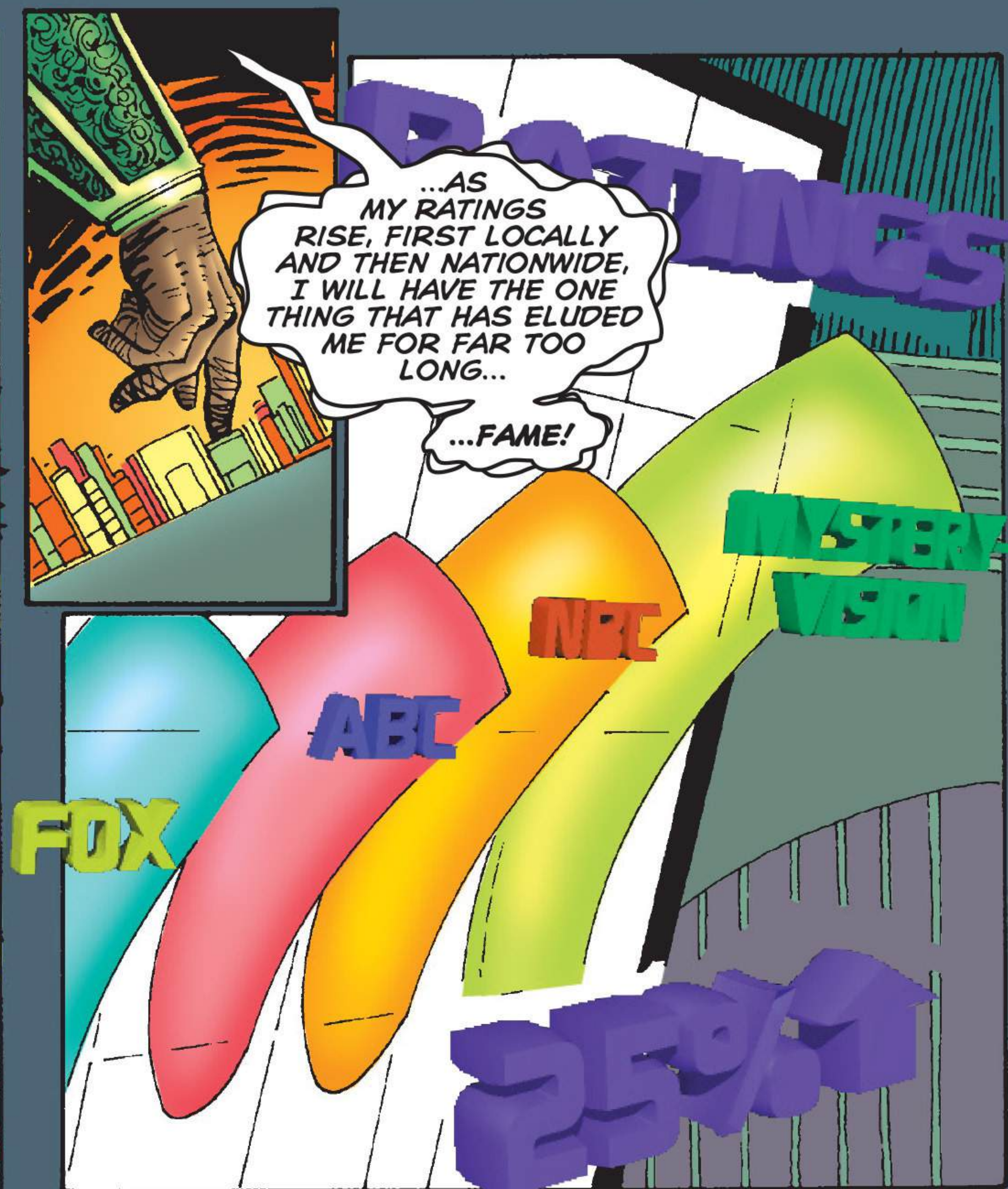
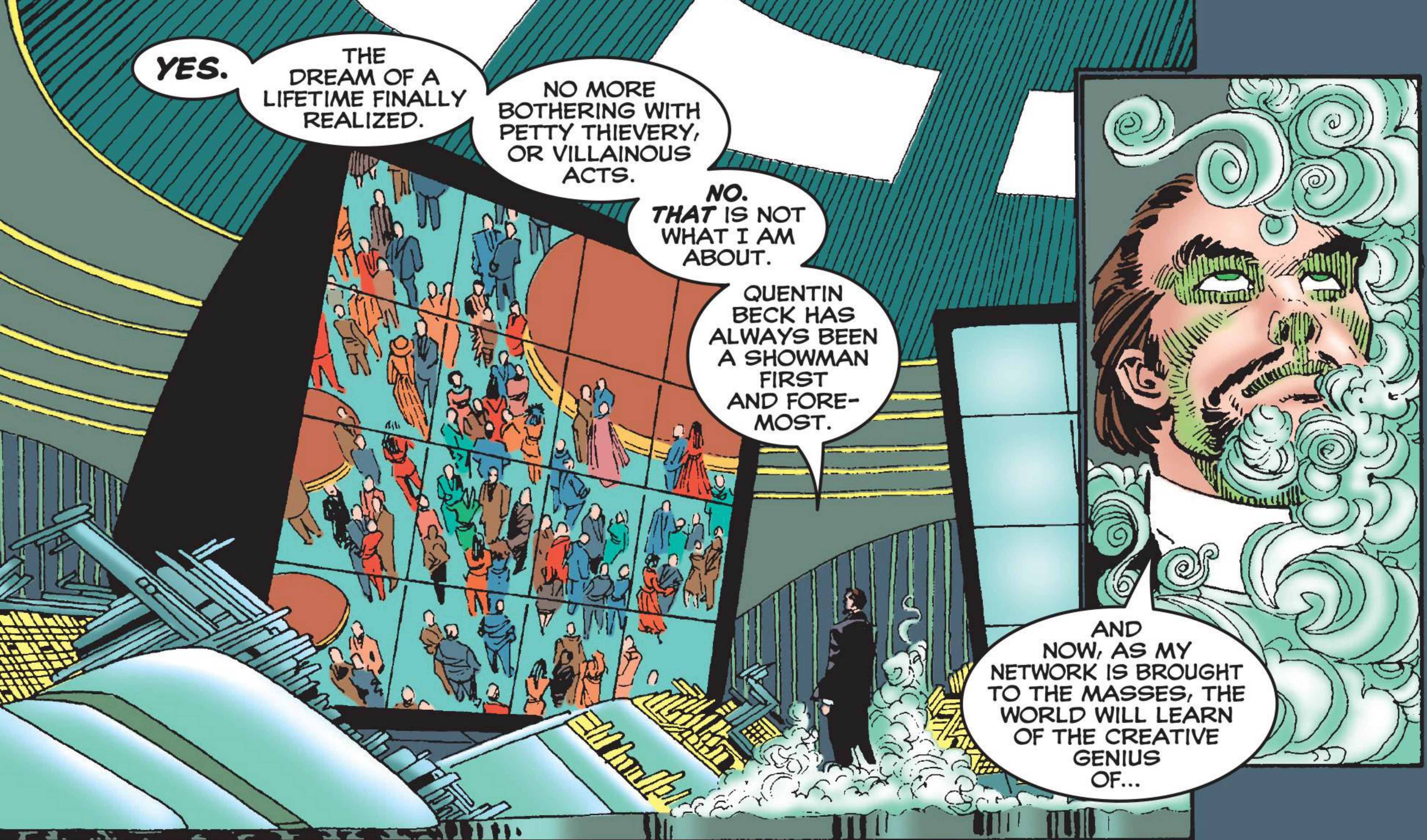
MY GOOD PEOPLE,
PLEASE ENJOY
YOURSELVES.

THE
DRINKS
ARE FREE, THE
FOOD IS HOT, AND
THE SHOWS ARE
HOTTER THAN
EVER.

NOW,
IF YOU'LL
EXCUSE
ME...

IN THE SHORT TIME SINCE
ITS DEBUT, THE NETWORK,
PROVIDING A WIDE RANGE
OF BIZARRE PROGRAMMING,
HAS PRESENTED ITSELF AS
A SERIOUS CHALLENGE TO
THE MAJOR NETWORKS IN
THE TRI-STATE NEW YORK
AREA MARKET.

...I
NEED A
MOMENT.



THE NEXT DAY
ON MANHATTAN'S
LOWER EAST
SIDE....

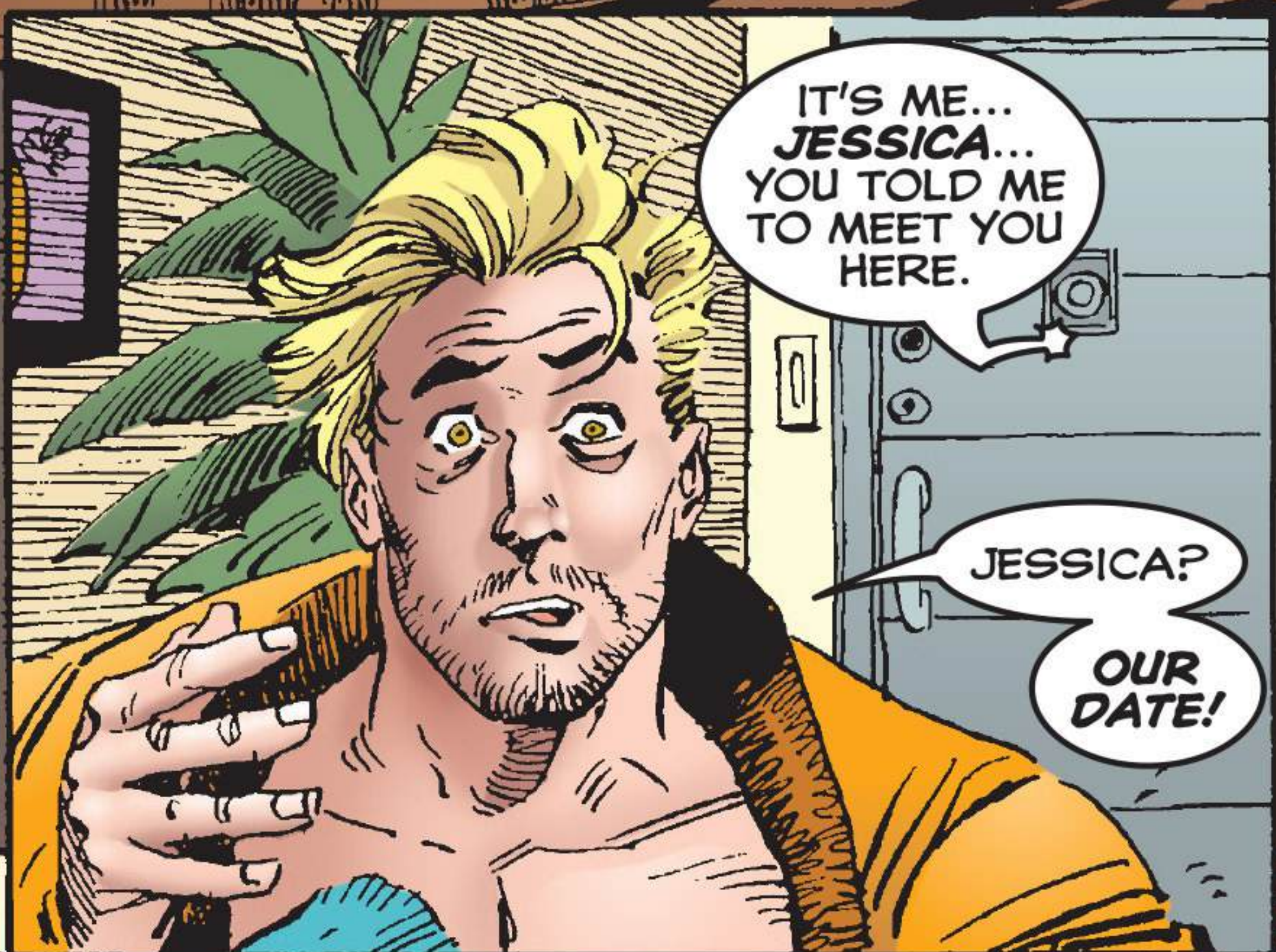
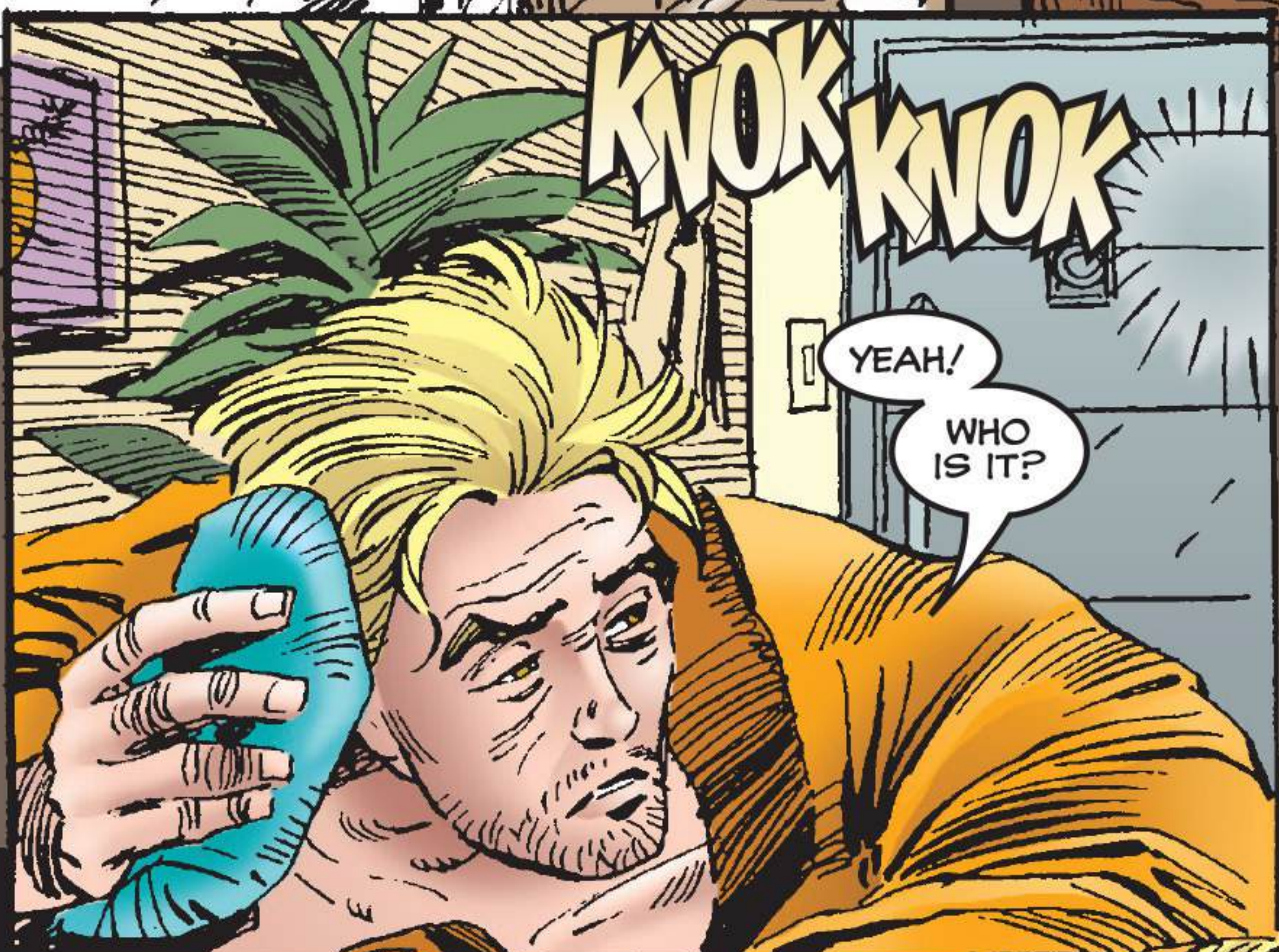
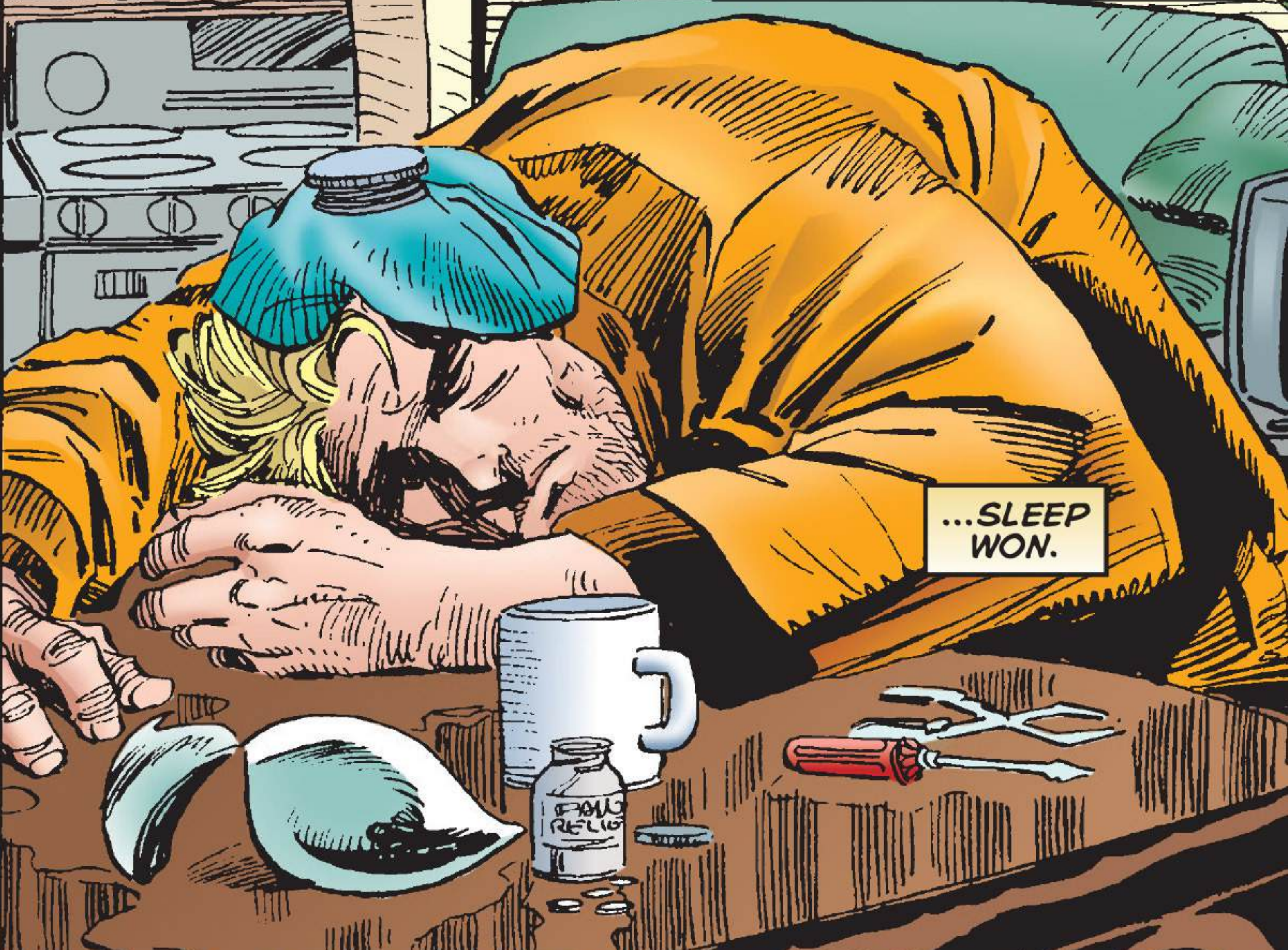
THE BLIZZARD CONTINUES
TO RAGE ON AS IT HAS ALL
THROUGH THE NIGHT.

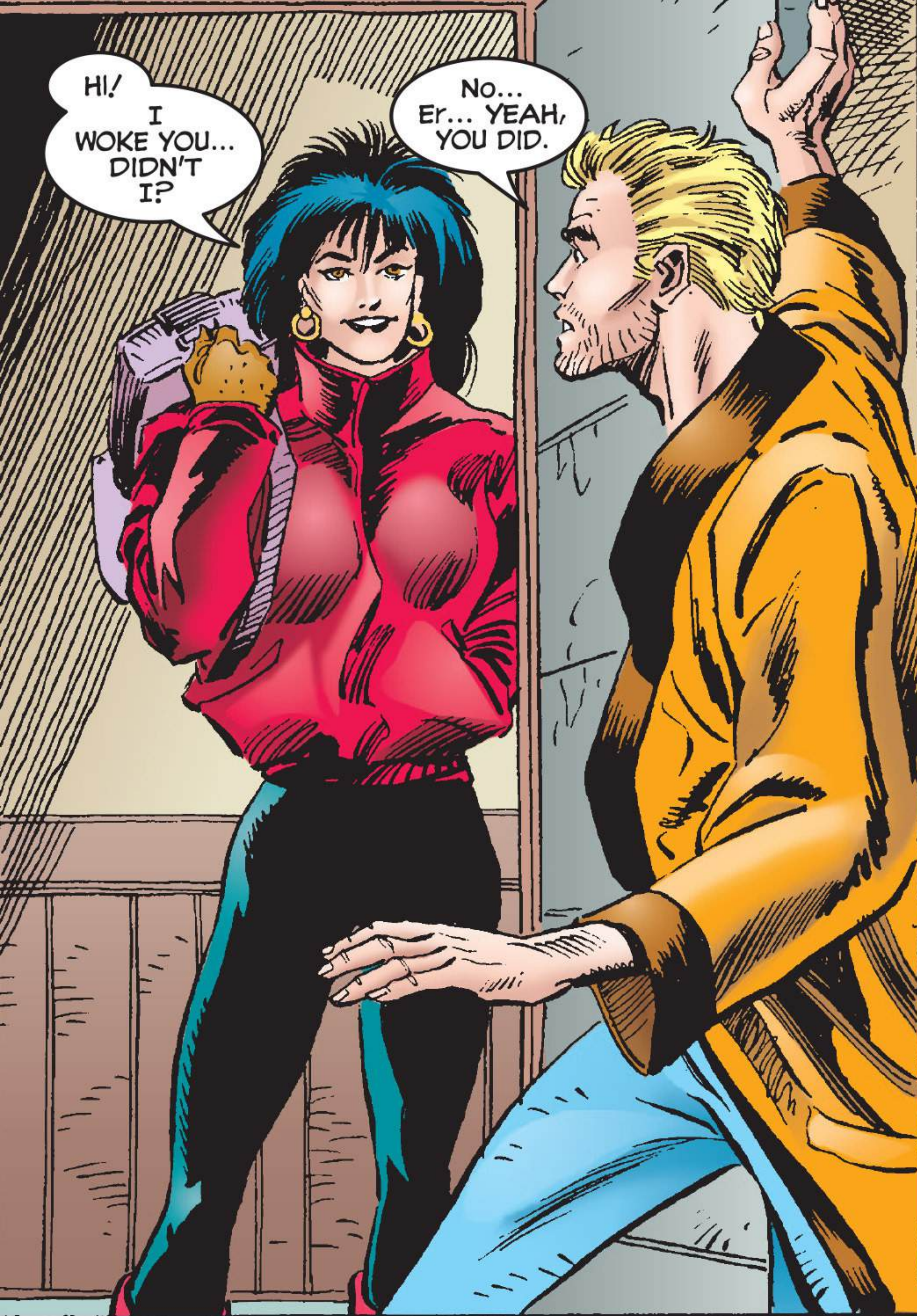
SNOW HAS PILED
HIGH, KEEPING ALL
BUT THE MOST
HARDY INDIVIDUALS
SAFE WITHIN THEIR
APARTMENTS.

WHICH IS WHERE WE
FIND THE YOUNG BEN
REILLY.

A NIGHT OF BATTLING
THE ELEMENTS AND
SUPER-VILLAINS AS
SPIDER-MAN HAS TAKEN
ITS TOLL ON OUR HERO.

HOURS MORE WERE SPENT
FIGHTING OFF THE SLEEP
THAT ATTEMPTED TO KEEP
HIM FROM STUDYING THE
LENSES BELONGING TO
MYSTERIO UNTIL, FINALLY...





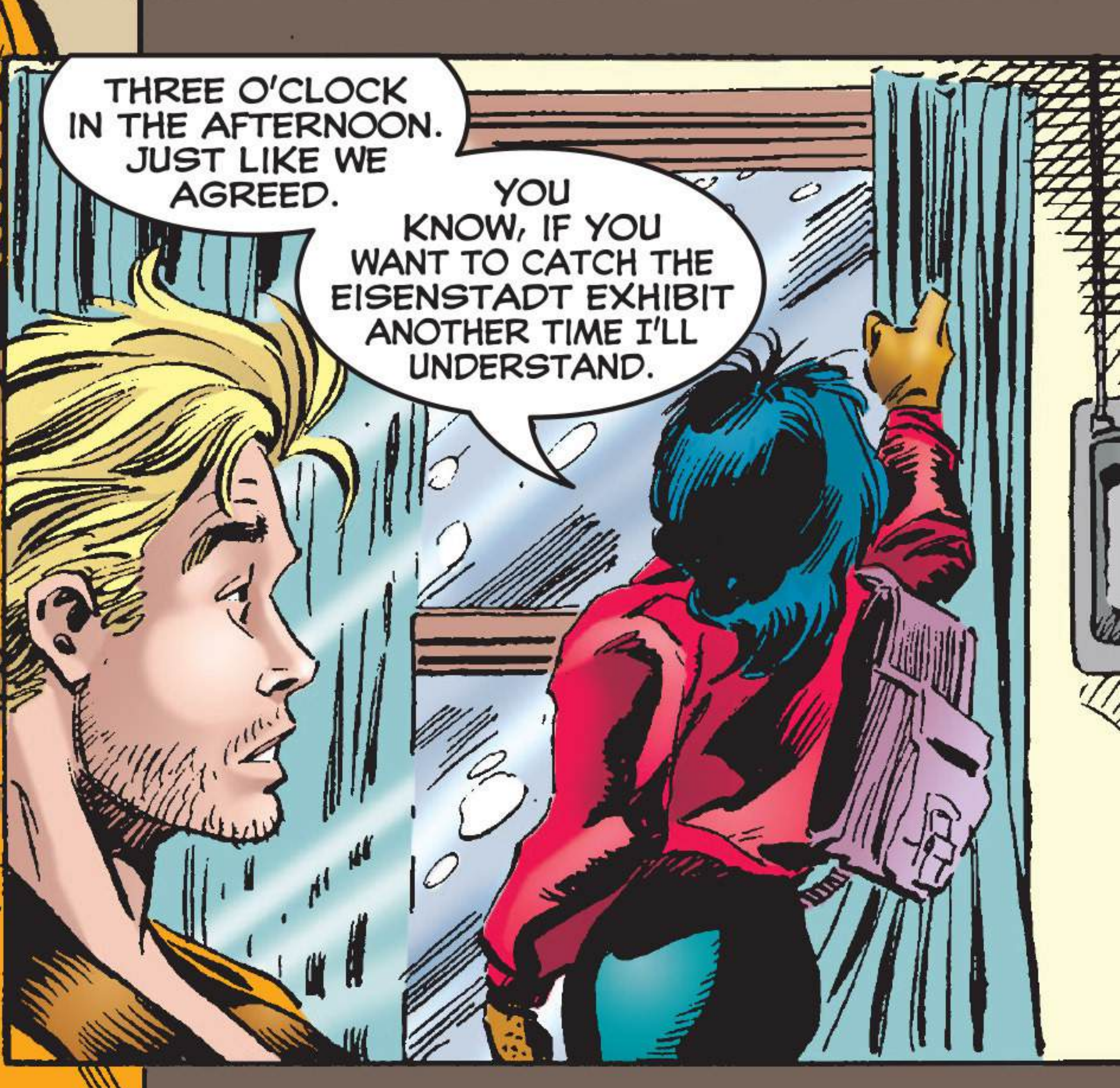
HI!
I WOKE YOU...
DIDN'T I?

No...
Er... YEAH,
YOU DID.



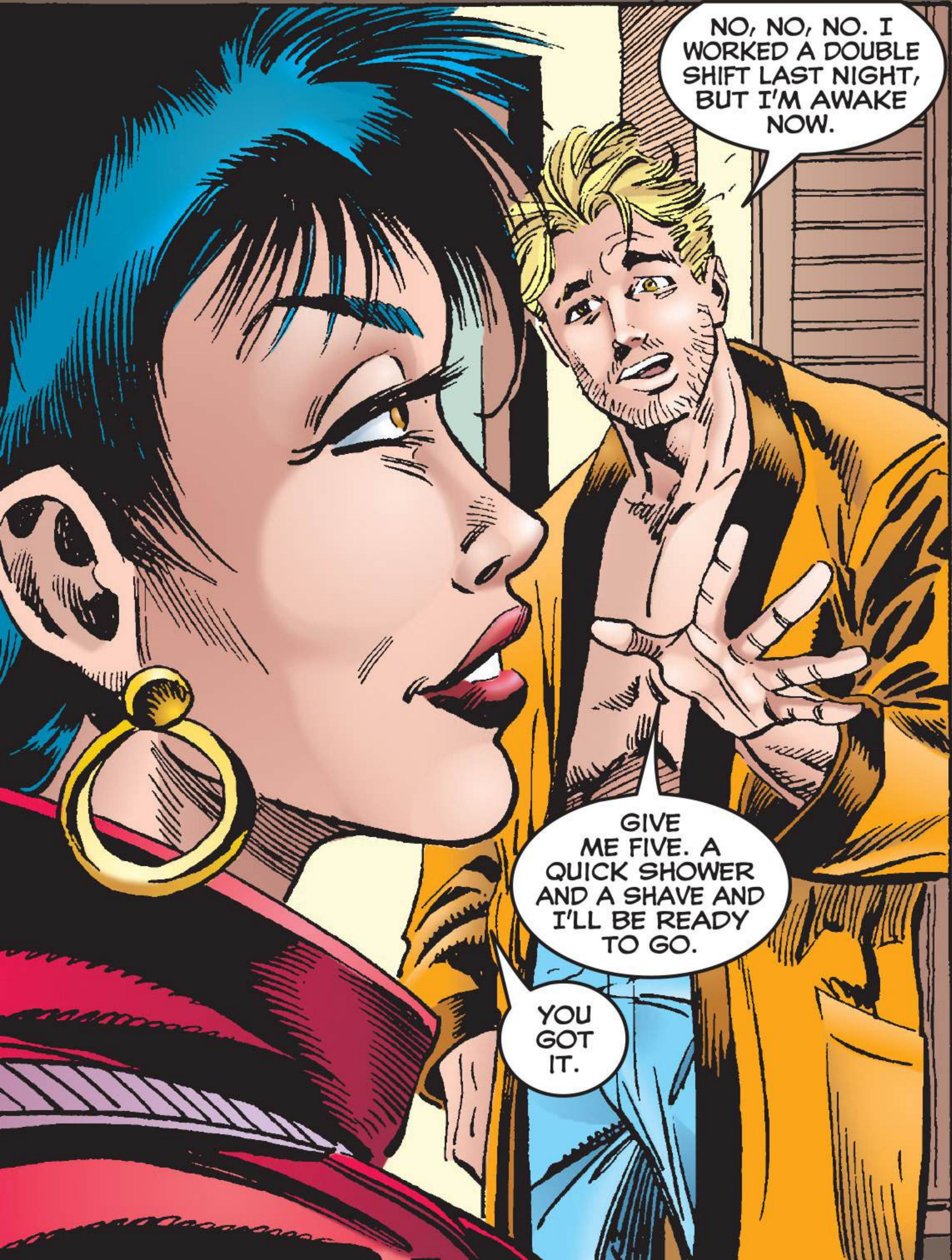
GUESS
I WASN'T
EXPECTING
YOU SO
EARLY.

WHAT
TIME IS IT
ANYWAY?



THREE O'CLOCK
IN THE AFTERNOON.
JUST LIKE WE
AGREED.

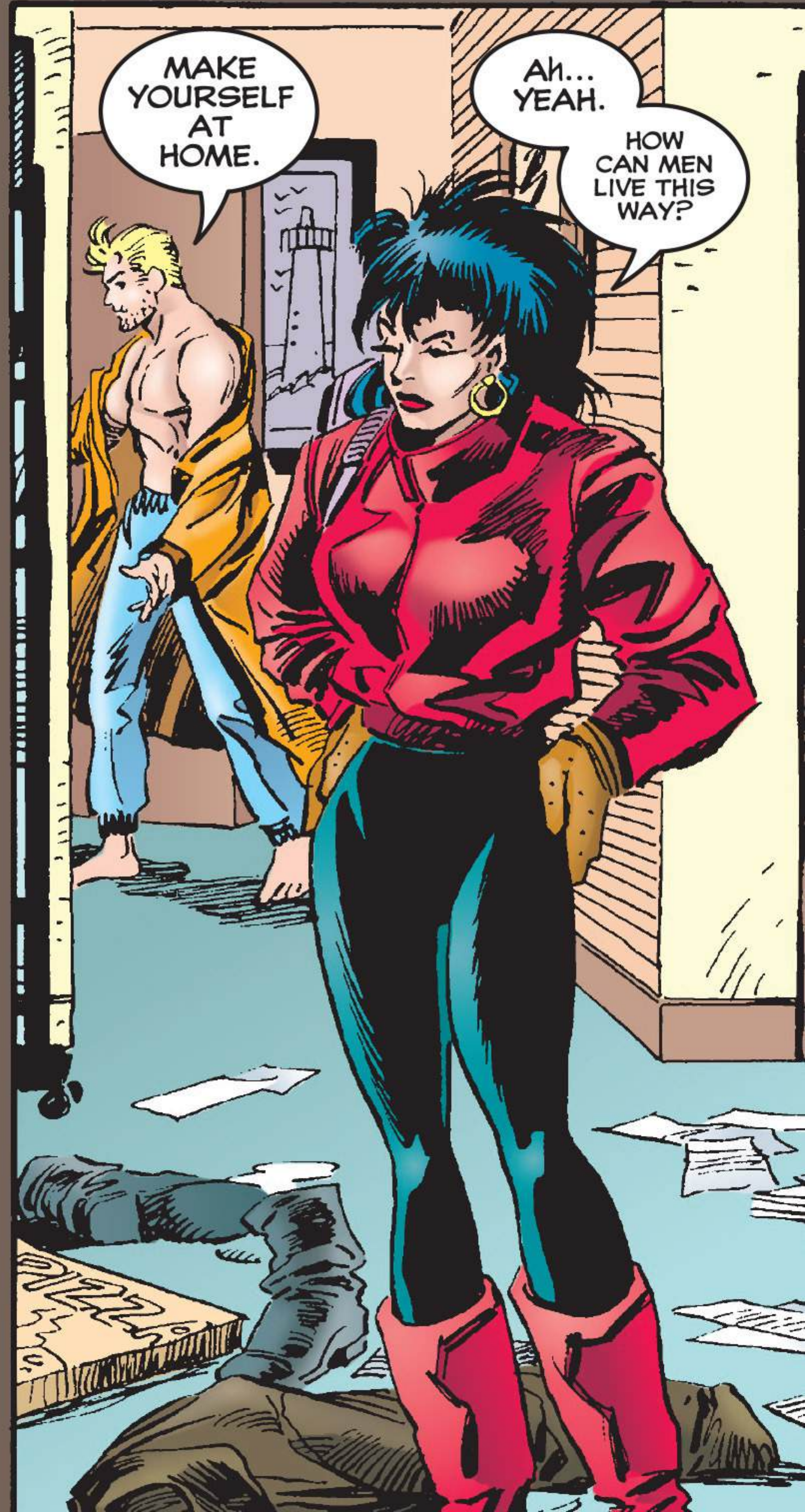
YOU
KNOW, IF YOU
WANT TO CATCH THE
EISENSTADT EXHIBIT
ANOTHER TIME I'LL
UNDERSTAND.



NO, NO, NO. I
WORKED A DOUBLE
SHIFT LAST NIGHT,
BUT I'M AWAKE
NOW.

GIVE
ME FIVE. A
QUICK SHOWER
AND A SHAVE AND
I'LL BE READY
TO GO.

YOU
GOT
IT.



MAKE
YOURSELF
AT
HOME.

Ah...
YEAH.

HOW
CAN MEN
LIVE THIS
WAY?

A SHORT
TIME LATER...

SO,
BEN... YOU
HAVE NO FAMILY
IN THE CITY?
YOU
SOUND LIKE
YOU GREW UP
HERE.

I
DID, OUT
IN QUEENS, BUT
I LEFT A FEW
YEARS BACK AND
NOW...

... I'M
PRETTY
MUCH ON MY
OWN. JUST
LIKE YOU.

YOU
MUST REALLY
MISS YOUR FATHER
THIS TIME OF
YEAR.

A
LITTLE.

ACTUALLY, MY
DAD'S WORK KEPT HIM AWAY A
LOT ON THE HOLIDAYS...

WE
DON'T HAVE
TO TALK ABOUT
IT IF YOU DON'T
WANT TO,
JESS.

THANKS.
MAYBE ANOTHER
TIME, BUT...
IT STILL
HURTS.

I
KNOW WHAT
YOU MEAN. MY
AUNT DIED NOT
TOO LONG
AGO...

...THERE
WAS SO MUCH
I WANTED TO SAY
TO HER... SO
MUCH...

WELL,
THIS IS A
CHEERY DATE,
ISN'T IT?

Oooh!
I HATE
THE "D"
WORD.

I KNOW
WHAT YOU MEAN.
WHAT DO YOU SAY
WE STOP TALKING
ABOUT OUR
PASTS?

FINE
WITH
ME.

HEY, WILL YOU LOOK
AT THAT. WE'RE NOT
THE ONLY TWO
INSANE ENOUGH TO
BRAVE THE
BLIZZARD.

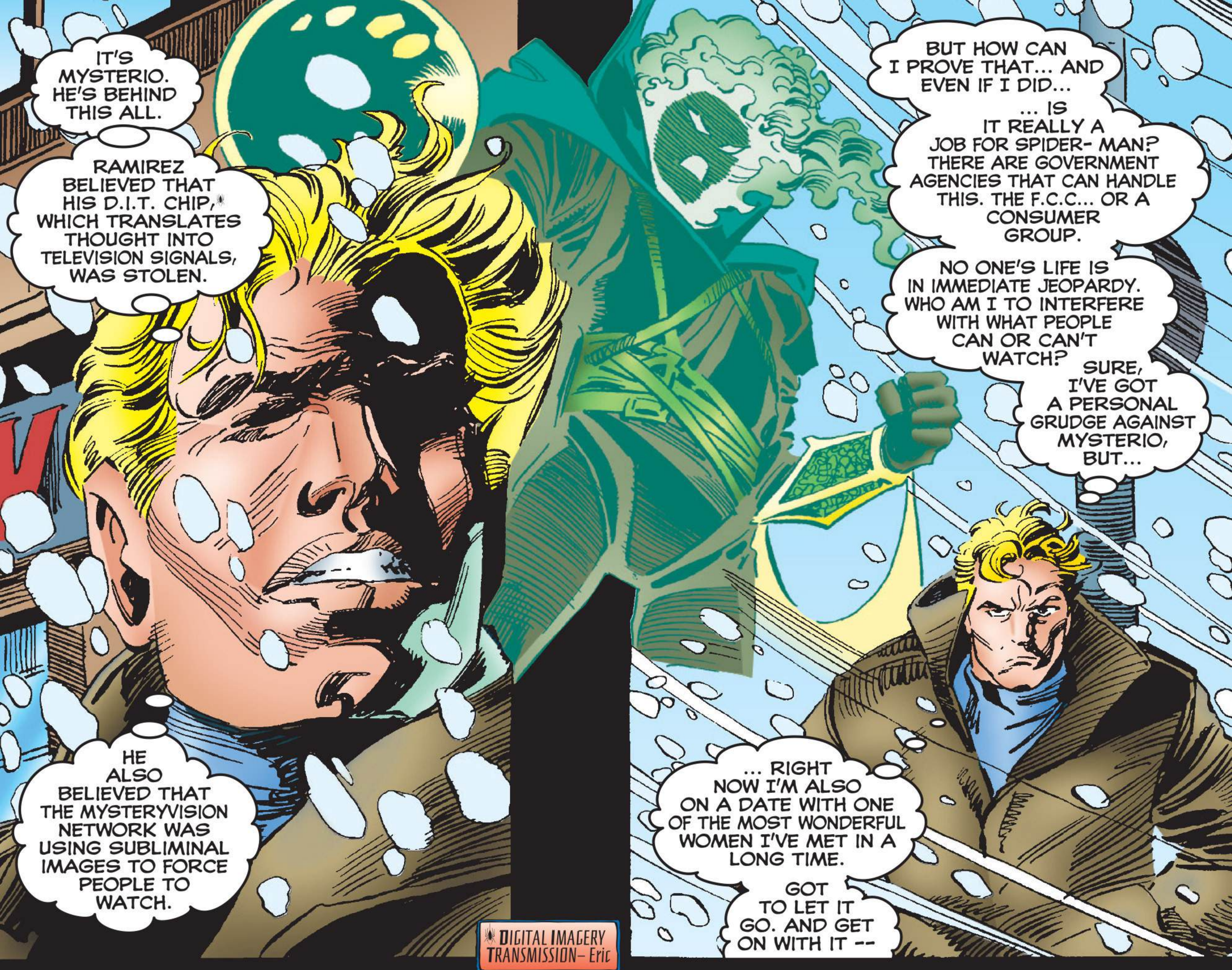
WHAT COULD POSSIBLY
BE SO FASCINATING TO
HAVE THOSE PEOPLE GLUED
TO THAT STOREFRONT
IN THIS
WEATHER?

Oh,
TELEVISIONS.
I'VE JUST NEVER
BEEN INTO THAT
TV THING. WHAT
ABOUT YOU,
BEN?

NO.
NEVER HAD
THE TIME TO
WASTE, AND EVEN
IF I DID, I COULDN'T
AFFORD ONE
NOW.

THOSE
PEOPLE ARE
ENTRANCED.
LIKE Dr. RAMIREZ
WAS BACK AT
CENTENNIAL U.

SEE SENSATIONAL
SPIDER-MAN #1 - Eric



IT'S MYSTERIO. HE'S BEHIND THIS ALL.

RAMIREZ BELIEVED THAT HIS D.I.T. CHIP, WHICH TRANSLATES THOUGHT INTO TELEVISION SIGNALS, WAS STOLEN.

HE ALSO BELIEVED THAT THE MYSTERYVISION NETWORK WAS USING SUBLIMINAL IMAGES TO FORCE PEOPLE TO WATCH.

BUT HOW CAN I PROVE THAT... AND EVEN IF I DID...

... IS IT REALLY A JOB FOR SPIDER-MAN? THERE ARE GOVERNMENT AGENCIES THAT CAN HANDLE THIS. THE F.C.C... OR A CONSUMER GROUP.

NO ONE'S LIFE IS IN IMMEDIATE JEOPARDY. WHO AM I TO INTERFERE WITH WHAT PEOPLE CAN OR CAN'T WATCH?

SURE, I'VE GOT A PERSONAL GRUDGE AGAINST MYSTERIO, BUT...

... RIGHT NOW I'M ALSO ON A DATE WITH ONE OF THE MOST WONDERFUL WOMEN I'VE MET IN A LONG TIME.

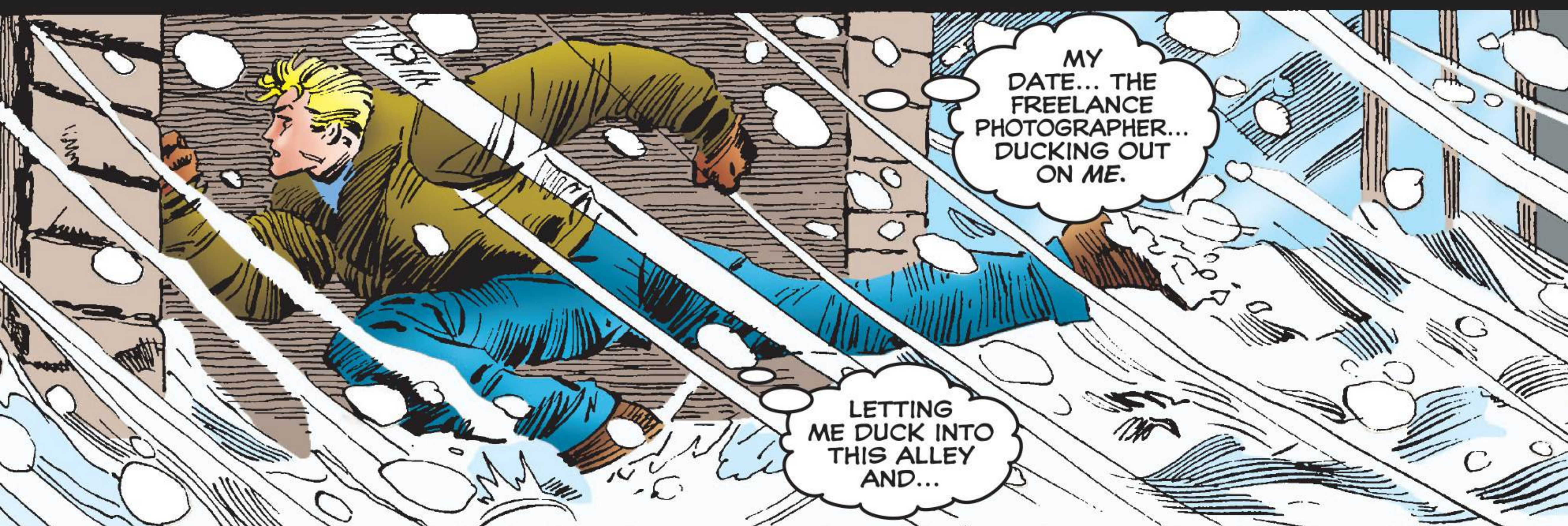
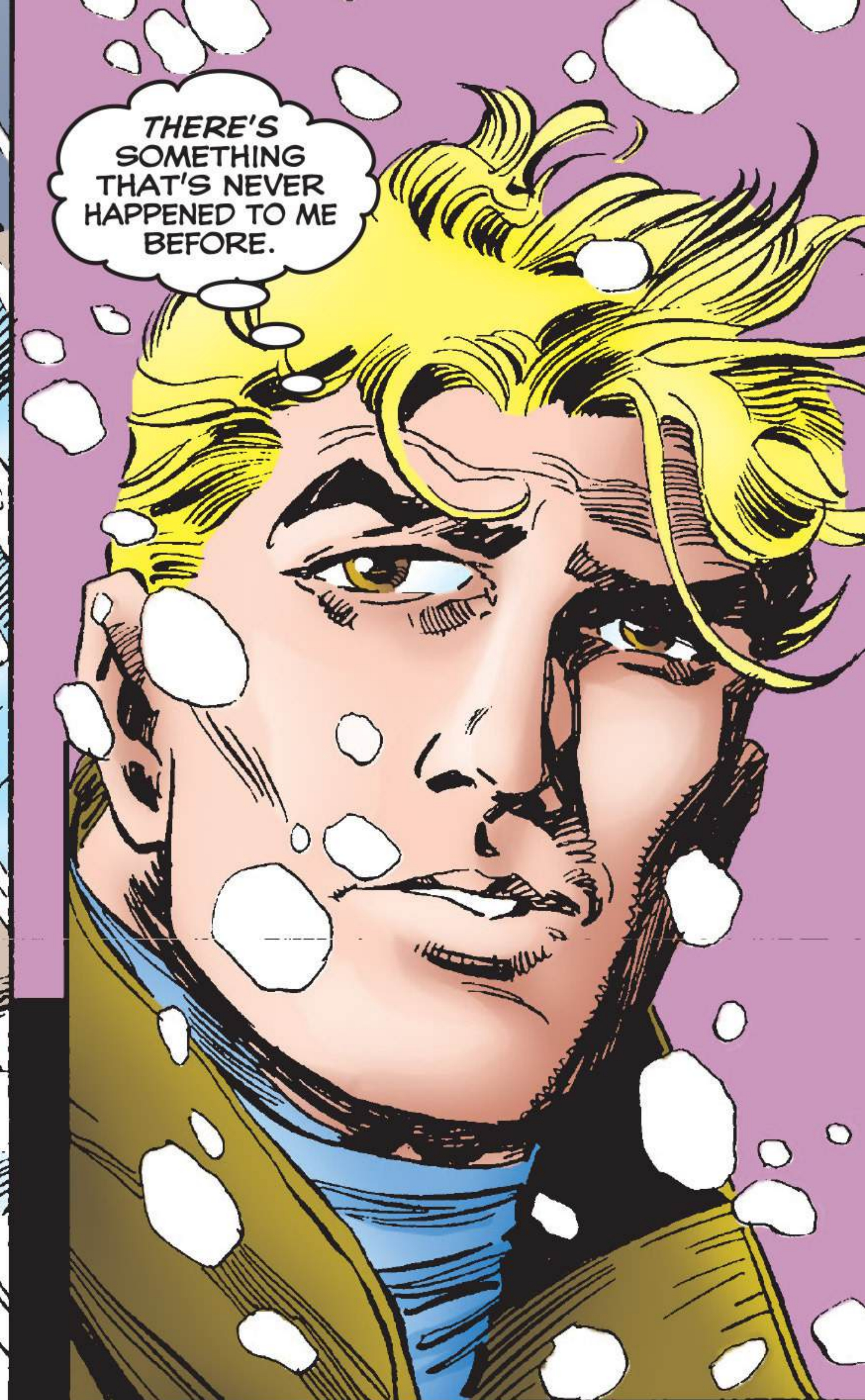
GOT TO LET IT GO. AND GET ON WITH IT --

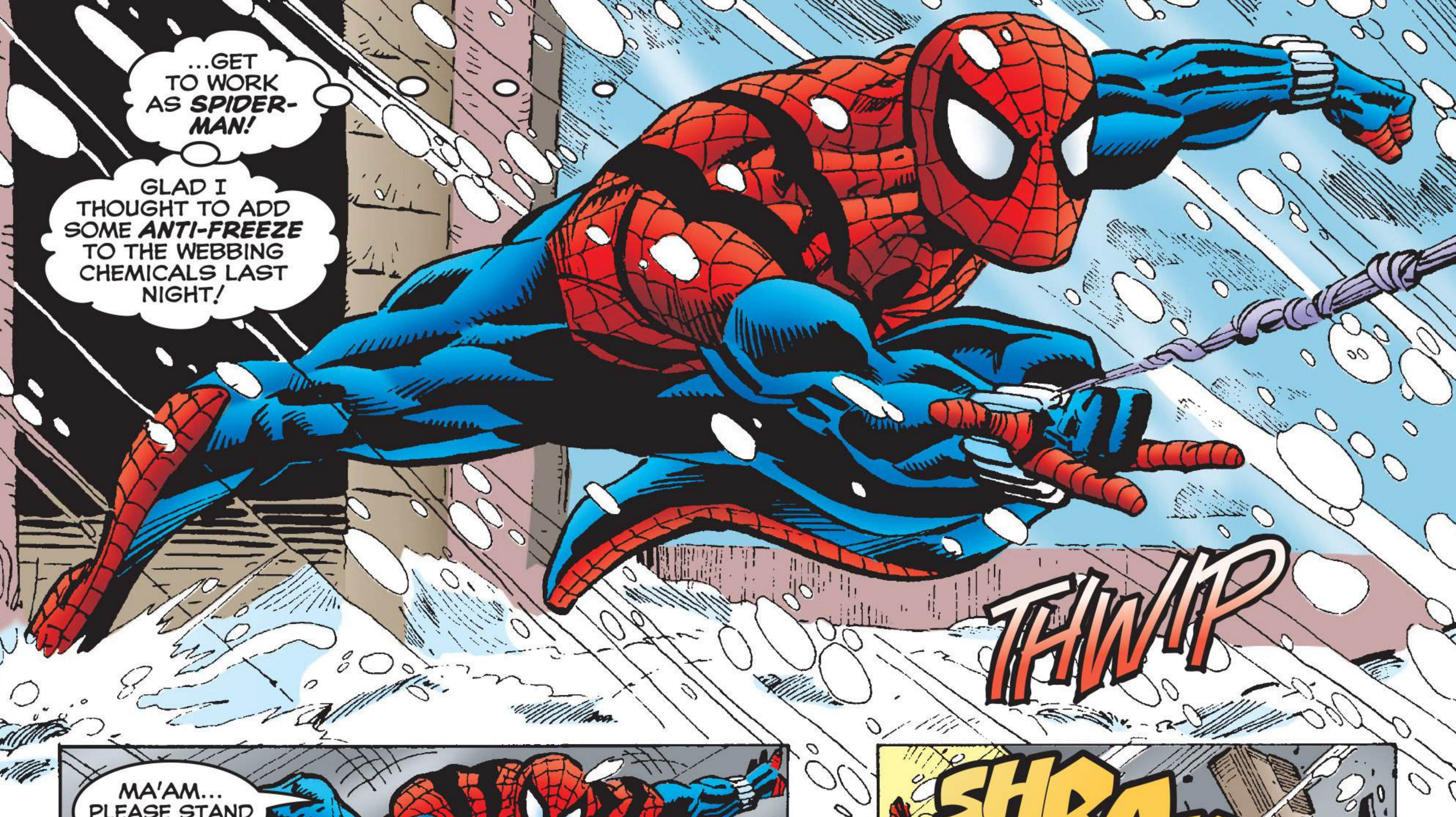
DIGITAL IMAGERY
TRANSMISSION - Eric

BEN, LOOK! THAT MAIL TRUCK IS SPINNING OUT OF CONTROL ON THE ICE!

THE ENGINE'S CAUGHT FIRE. I'VE GOT TO HELP... MAKE AN EXCUSE TO JESSICA TO DUCK OUT... GET INTO COSTUME AND --

KRAK





...GET TO WORK AS **SPIDER-MAN!**

GLAD I THOUGHT I ADD SOME **ANTI-FREEZE** TO THE WEBBING CHEMICALS LAST NIGHT!

THWIP



MA'AM... PLEASE STAND BACK.

THIS TRUCK COULD BLOW AT ANY SECOND.

KLIR KLIR



SHRAK

SHE'S NOT MOVING.

JUST STANDING THERE SNAPPING PHOTOS OF ...



...ME?

SHE'S DEFINITELY FOCUSING ON ME.

THAT'S A BIT FLATTERING.



THOUGH IT'S STARTING TO FEEL A LITTLE WEIRD.

SPIDER-SENSE IS TINGLING... SOME SORT OF DANGER... PROBABLY THE TRUCK ABOUT TO GO!



LADY... PLEASE GET BACK.

NO MORE PICTURES... JUST MOVE.



I'VE GOT TO GET THIS MAN TO SAFETY, AND I CAN'T BE WORRYING ABOUT YOU, TOO.

PLEASE... ARE YOU LISTENING TO ME?

COME ON! I'LL GIVE YOU THE OPPORTUNITY FOR ALL THE PICTURES YOU WANT LATER ON, BUT RIGHT NOW THIS MAN NEEDS HELP.



JUST GO GET THOSE TWO COPS ACROSS THE STREET...

... PLEASE?



GOD, THAT FELT WEIRD!

THE LOOK IN HER EYES... FOR A MOMENT...



... JEEZ! I'VE GOT TO CHILL OUT!

MAYBE I'M FEELING A LITTLE JEALOUS BECAUSE MY DATE IS GETTING TO SELL PICTURES OF ME TO THE BUGLE.



JUST REMINDING ME OF ANOTHER PART OF MY OLD LIFE AS PETER PARKER THAT I CAN'T GO BACK TO.

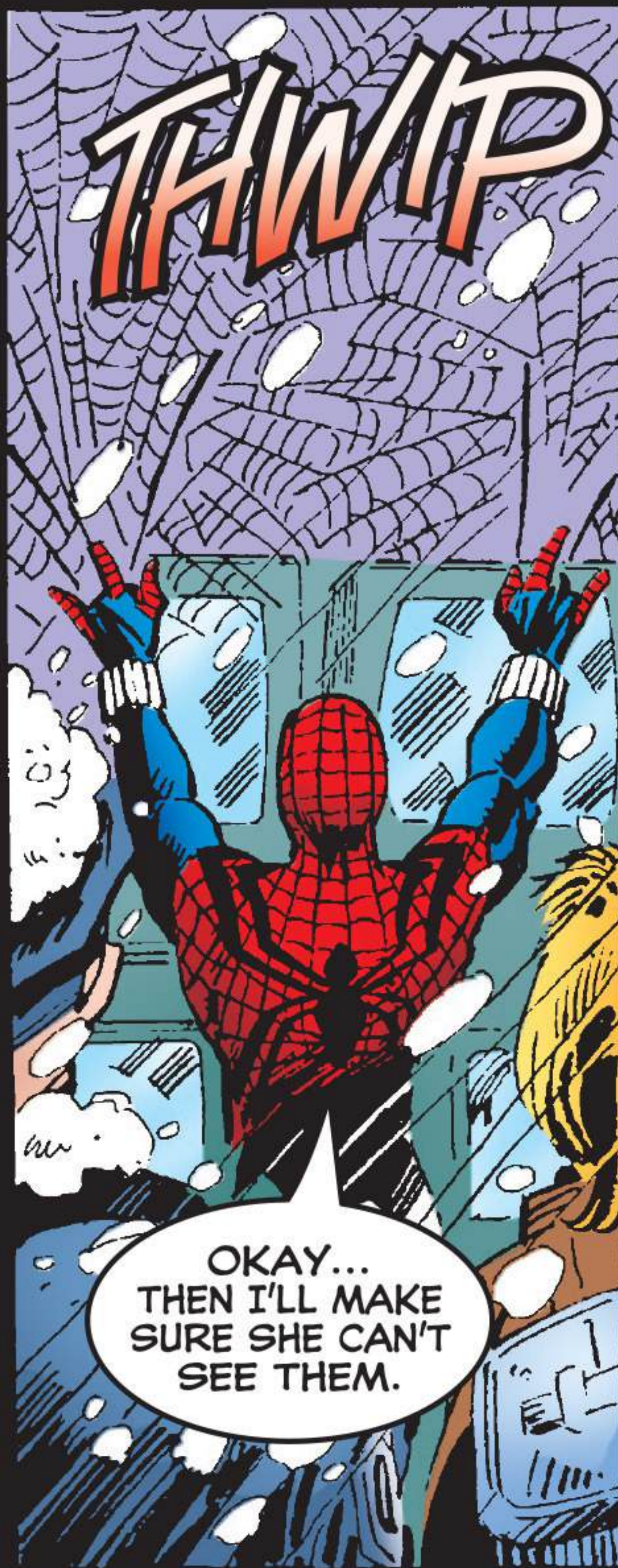
WHAT'S TAKING THEM? WHY WON'T THE COPS LISTEN TO HER --

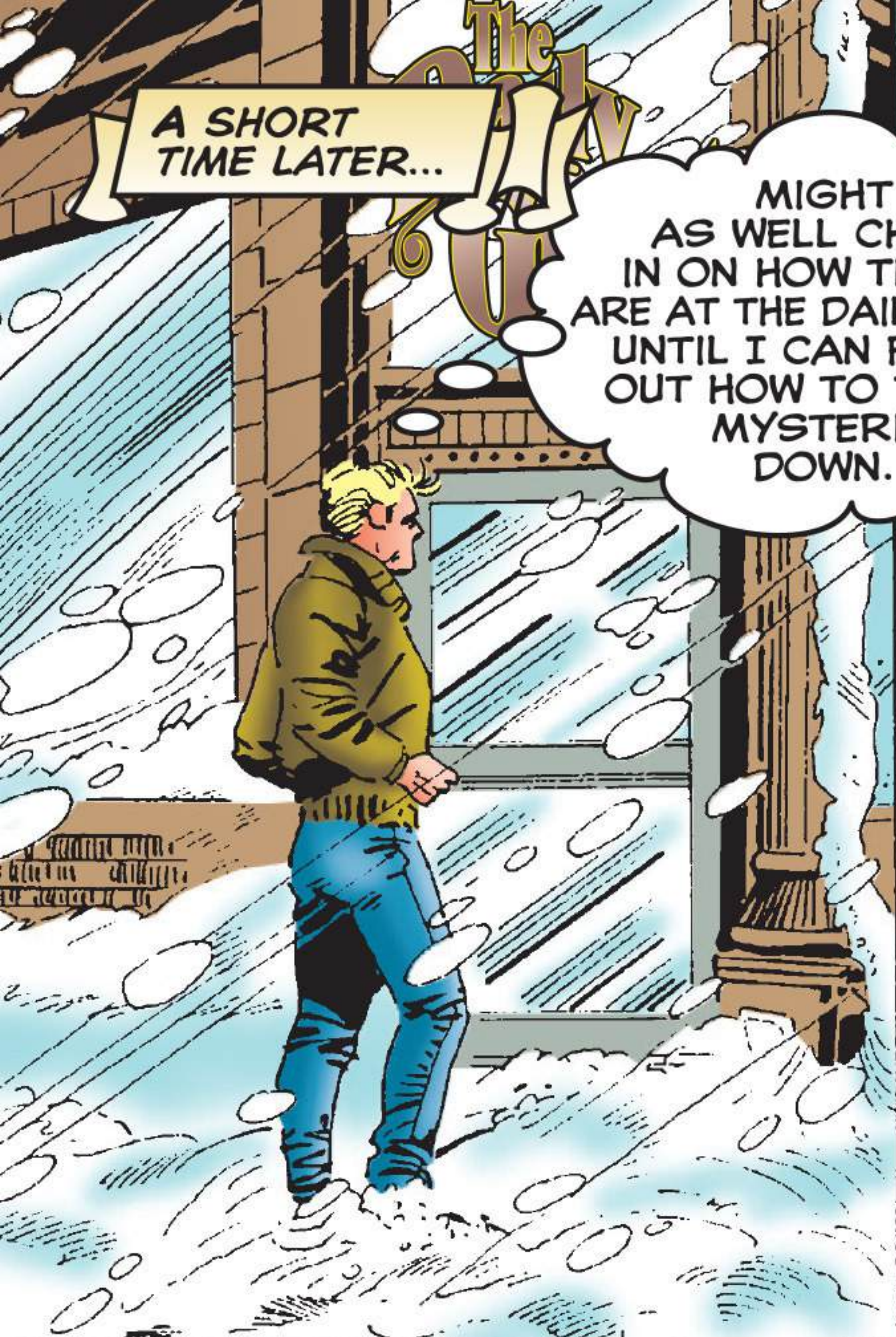


NOW **SHE'S** GLUED TO THE STOREFRONT AS WELL.

THIS MAN NEEDS MEDICAL ATTENTION... NOW.

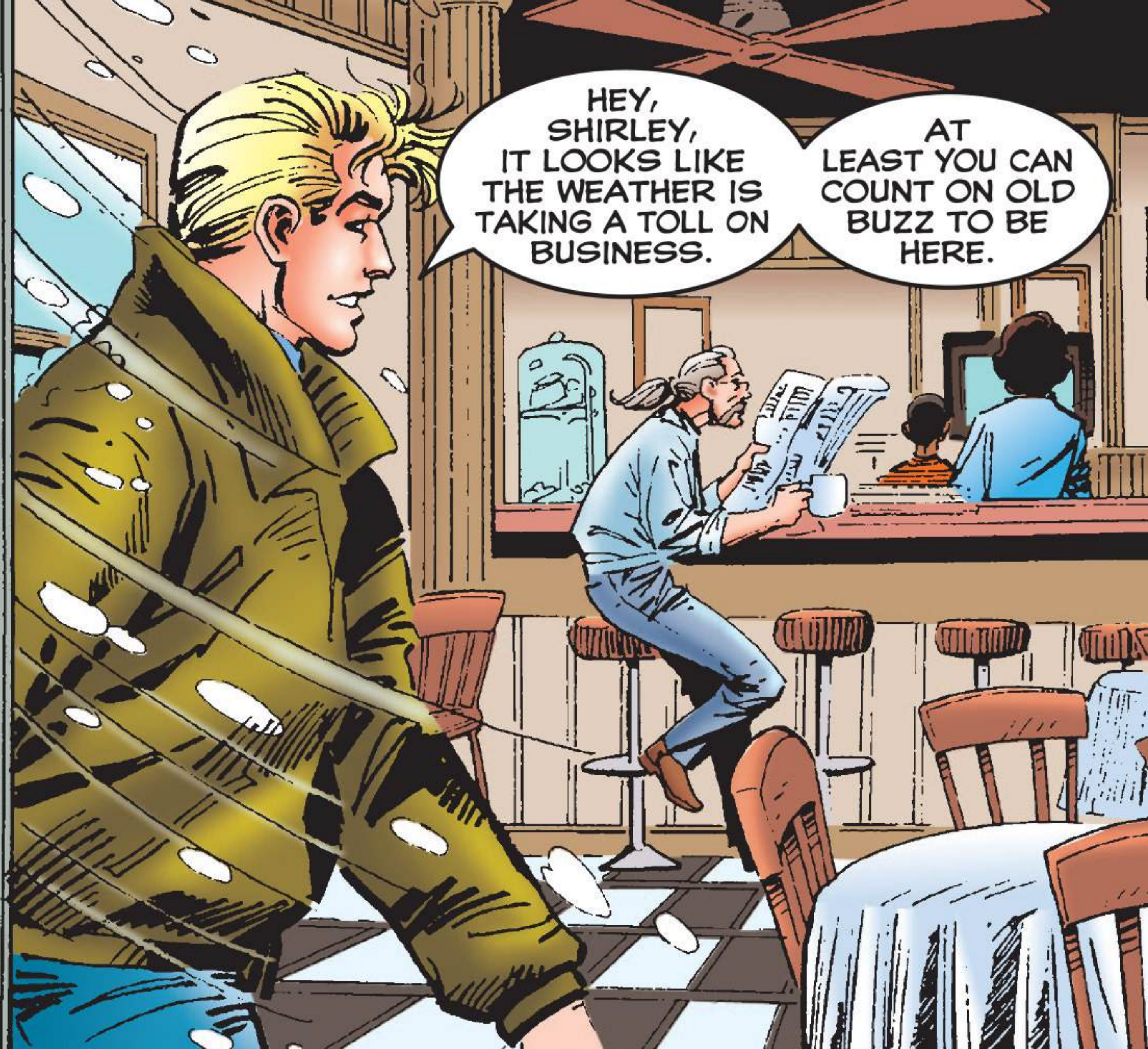
HANG ON SIR, I'LL HAVE AN AMBULANCE HERE IN A MINUTE.





A SHORT TIME LATER...

MIGHT AS WELL CHECK IN ON HOW THINGS ARE AT THE DAILY GRIND UNTIL I CAN FIGURE OUT HOW TO TRACK MYSTERIO DOWN.



HEY, SHIRLEY, IT LOOKS LIKE THE WEATHER IS TAKING A TOLL ON BUSINESS.

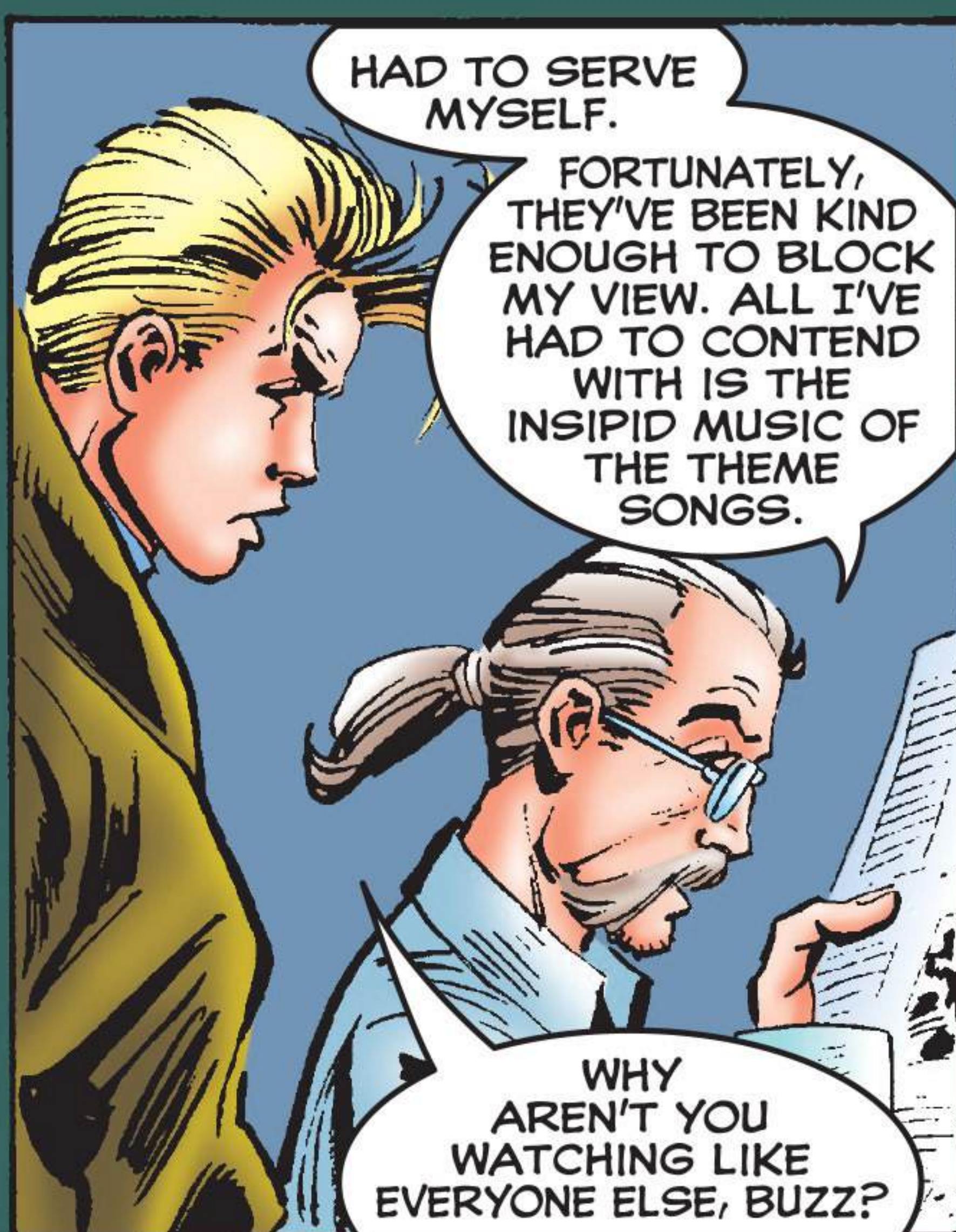
AT LEAST YOU CAN COUNT ON OLD BUZZ TO BE HERE.



SHIRLEY? BOSS? DEVON?

NOT THEM, TOO. GLUED TO THE TV...

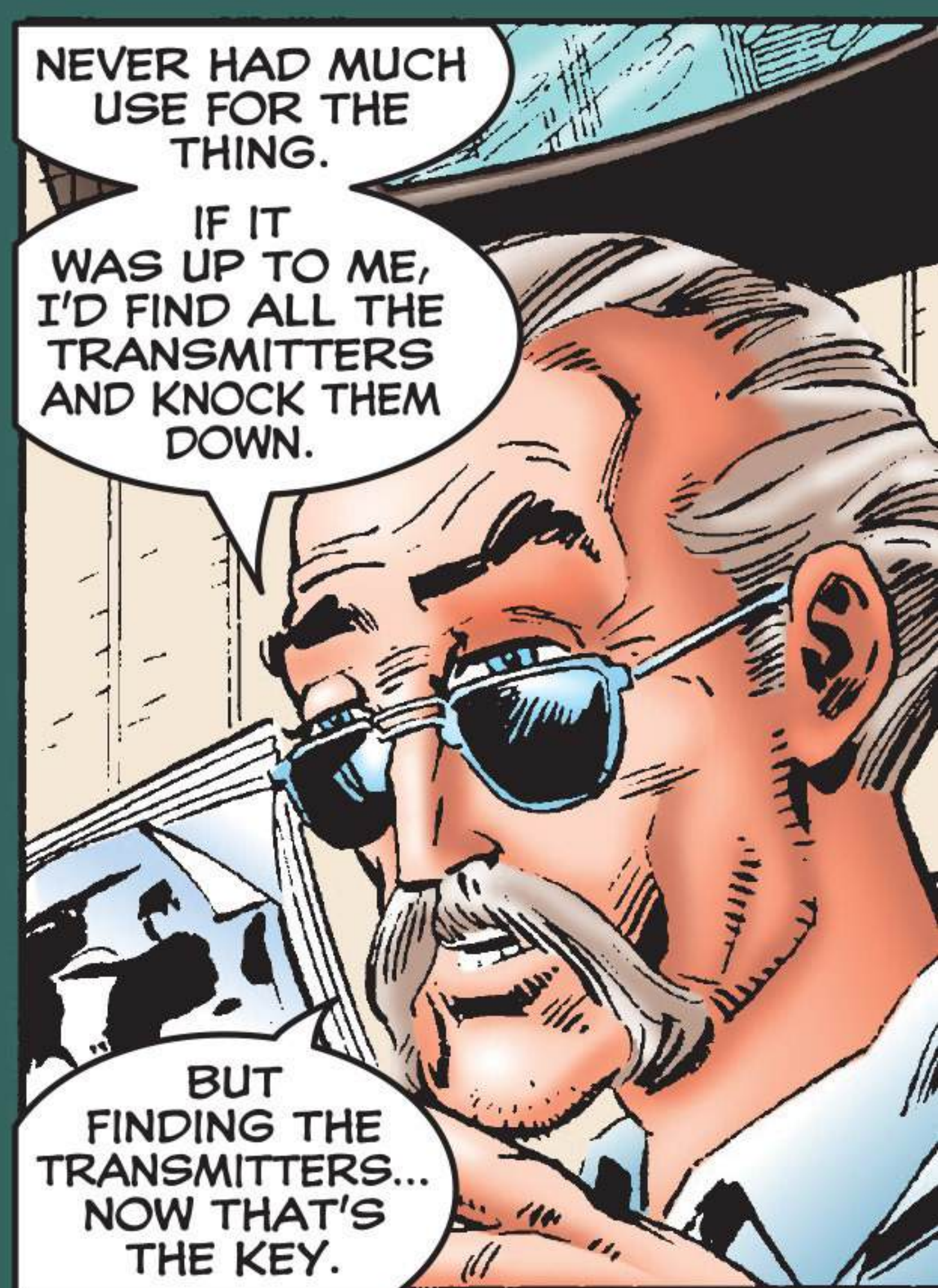
THEY HAVEN'T MOVED FROM THE IDIOT BOX SINCE I WALKED IN, YOUNG BEN.



HAD TO SERVE MYSELF.

FORTUNATELY, THEY'VE BEEN KIND ENOUGH TO BLOCK MY VIEW. ALL I'VE HAD TO CONTEND WITH IS THE INSIPID MUSIC OF THE THEME SONGS.

WHY AREN'T YOU WATCHING LIKE EVERYONE ELSE, BUZZ?



NEVER HAD MUCH USE FOR THE THING.

IF IT WAS UP TO ME, I'D FIND ALL THE TRANSMITTERS AND KNOCK THEM DOWN.

BUT FINDING THE TRANSMITTERS... NOW THAT'S THE KEY.



BEN? DID I OFFEND?

ANYTHING BUT, BUZZ.



IF I FIND HIS TRANSMITTER... I FIND MYSTERIO...

...AND I THINK I'VE GOT A WAY TO FIND THE TRANSMITTER.

A SHORT TIME LATER, IN THE CENTENNIAL UNIVERSITY LABORATORY OF PROFESSOR RAMIREZ...

I BELIEVE, DOCTOR, THAT THESE LENSES ARE ACTUALLY RECEIVERS OPERATING ON THE SAME FREQUENCY AS YOUR STOLEN D.I.T. CHIP.

AND I WAS WONDERING IF THERE WAS ANY WAY WE COULD REVERSE THE SIGNAL, SO THAT...

SO THAT IT WOULD LEAD YOU BACK TO THE SOURCE OF THE TRANSMISSION. YES... I SEE... hmmm...

INGENIOUS DEVICES, THESE. COULD I POSSIBLY HOLD ON TO THEM AFTER --

DOC?
CAN YOU DO IT?

OF COURSE!
GIVE ME HALF AN HOUR...

"...AND I'LL HAVE SOMETHING RIGGED UP FOR YOU THAT WILL TAKE YOU STRAIGHT TO MY STOLEN CHIP."

OKAY, MYSTERIO, WHERE ARE YOU HIDING YOURSELF?

A SHORT
TIME LATER...

OH,
BUT THIS IS
MORE THAN
EVEN I COULD
HAVE HOPED
FOR!

IT'S
AS THOUGH THE
ELEMENTS THEM-
SELVES ARE PART
OF THE GREAT
SHOW.

THE
BLIZZARD IS
KEEPING EVERYONE
AT HOME... ALL
SAFE AND
SOUND.

WHAT
ELSE IS THERE
TO DO ON A SNOWY
DAY BUT WATCH
TELEVISION?

AND
WHAT
CHANNEL IS MORE
WATCHED...

...THAN
MINE!

THE
D.I.T. CHIP
TRANSFORMS MY
THOUGHTS... MY
SHOWMAN'S
MIND... INTO
REALITY...

...WHILE
SUBLIMINAL
SIGNALS WORK
ON THE BRAINS OF
MY UNWITTING
AUDIENCE...

...CAUSING
THEM TO SECRETE
AN ADDICTIVE ENZYME
WHICH COMPELS THE
FOOLS TO TUNE
IN...

...AND
THE RATINGS
SOAR!

SECURITY BREACH
IN SECTOR I-ALPHA.

BRING
IT ON-
SCREEN.

SPIDER-MAN...
YOU JUST CAN'T
LET IT GO.

YOU
THINK I'LL LET
YOU GAIN ACCESS TO
MY TRANSMITTER...
TO SHUT ME
DOWN?

AWAITING COMMAND
FOR IMPLEMENTATION OF
SECURITY MEASURES.

COMPUTER...

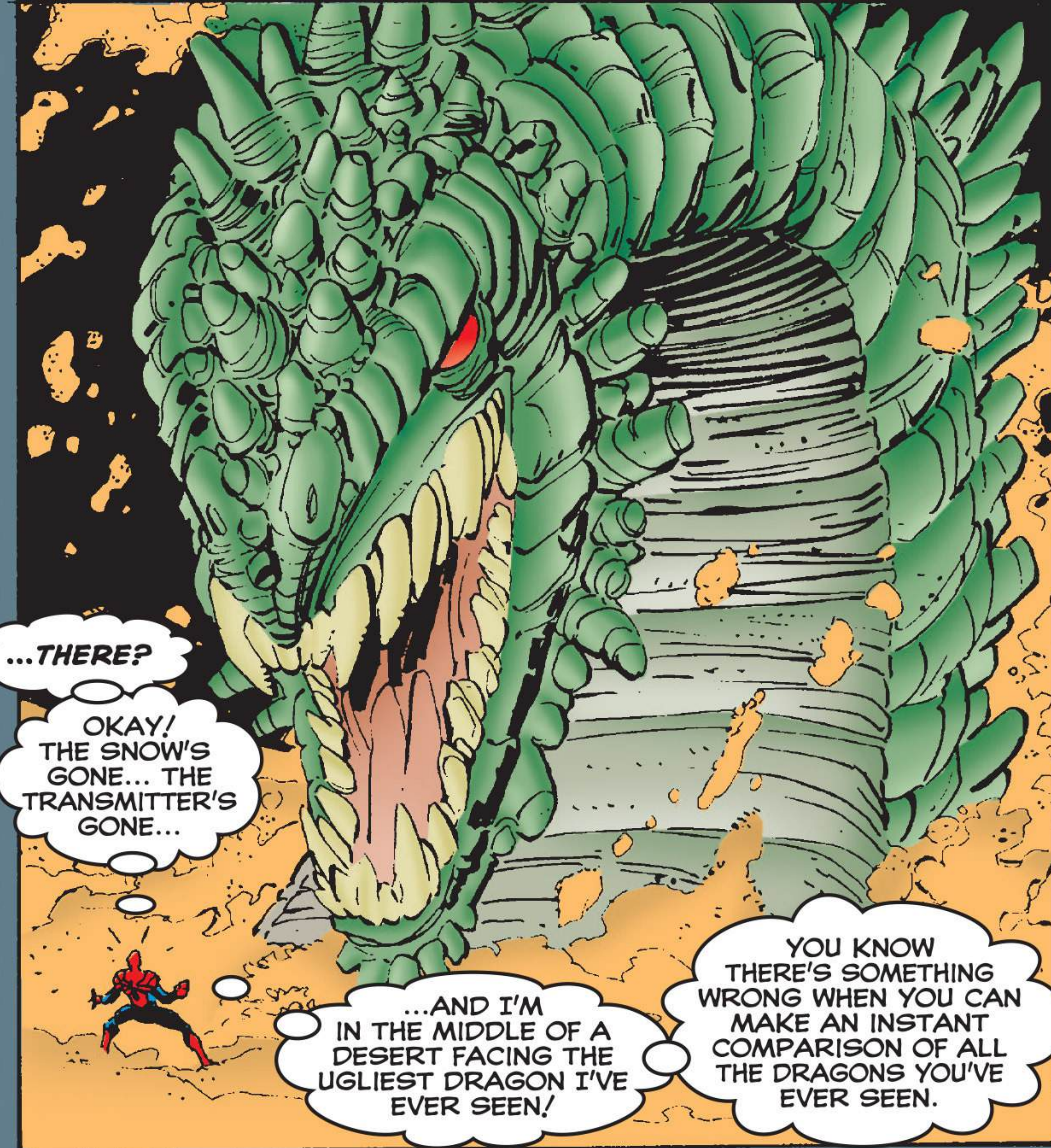
"...MAKE IT
SO."

RAMIREZ'S
LITTLE BABY HERE
DID THE TRICK,
BECAUSE...



...THERE'S THE TRANSMITTER.

A FEW MORE STEPS AND I'M....

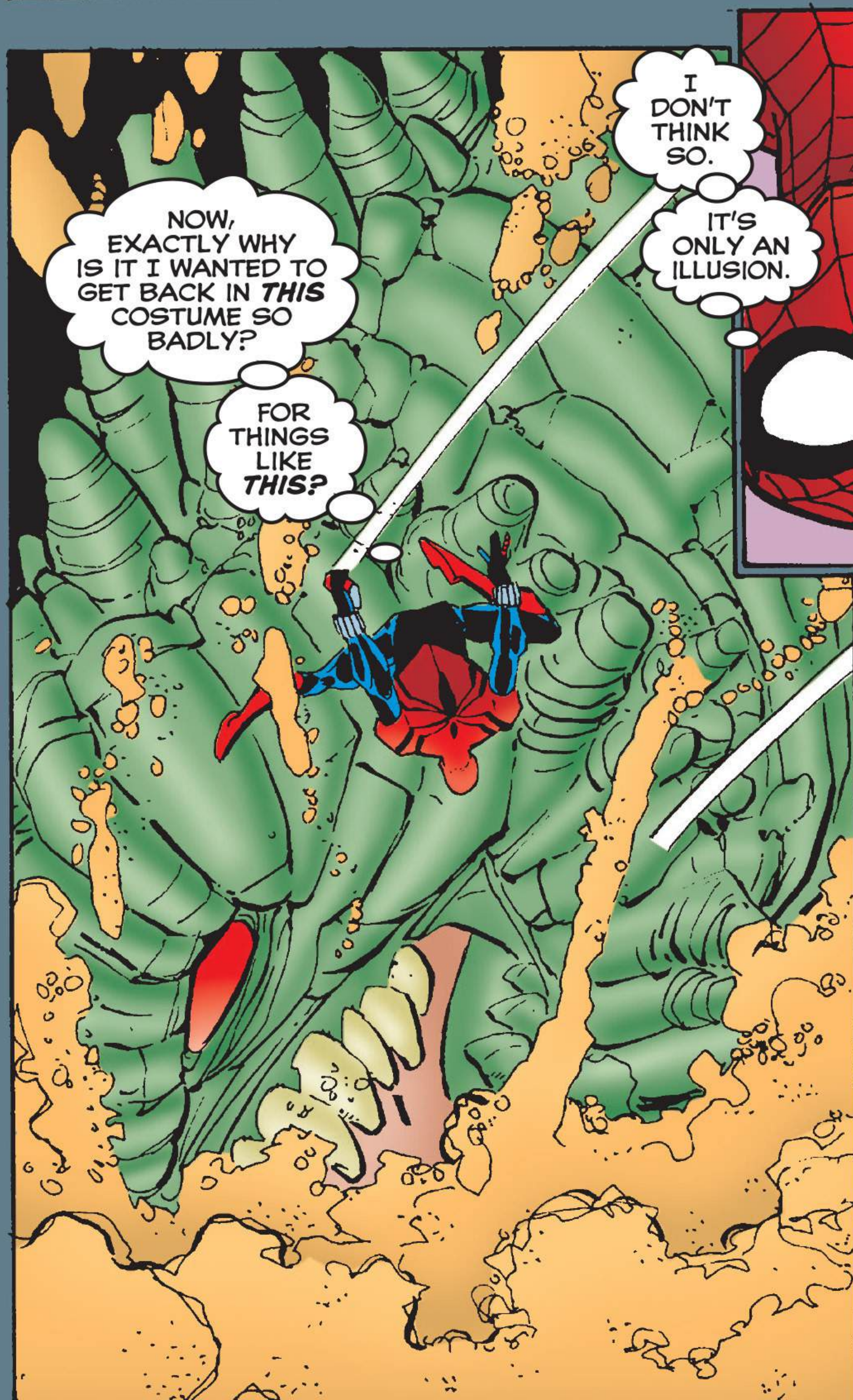


...THERE?

OKAY!
THE SNOW'S GONE... THE TRANSMITTER'S GONE...

...AND I'M IN THE MIDDLE OF A DESERT FACING THE UGLIEST DRAGON I'VE EVER SEEN!

YOU KNOW THERE'S SOMETHING WRONG WHEN YOU CAN MAKE AN INSTANT COMPARISON OF ALL THE DRAGONS YOU'VE EVER SEEN.



NOW, EXACTLY WHY IS IT I WANTED TO GET BACK IN *THIS* COSTUME SO BADLY?

FOR THINGS LIKE *THIS*?

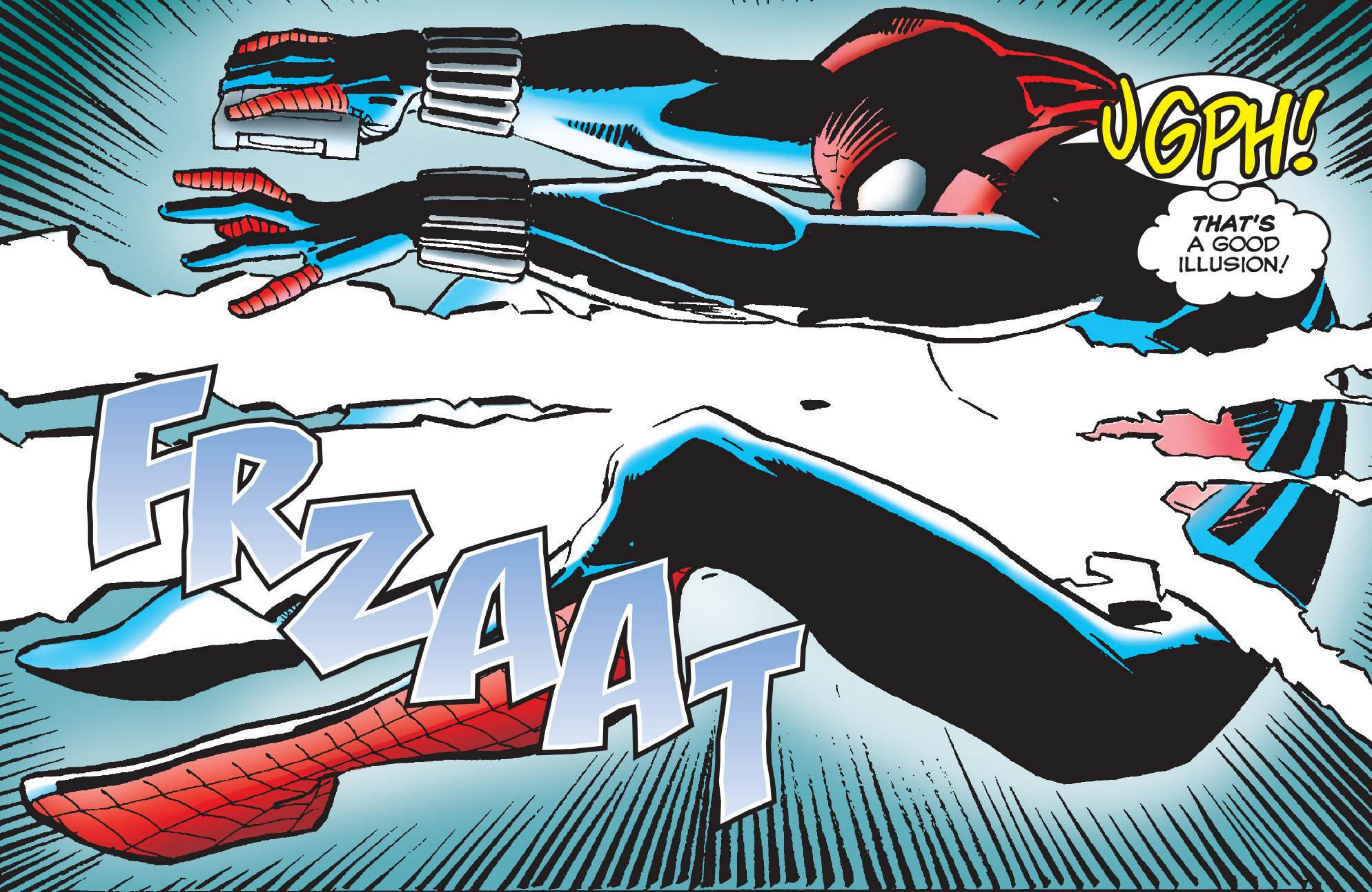
I DON'T THINK SO.

IT'S ONLY AN ILLUSION.



IT'S NOT GOING TO HURT ME.

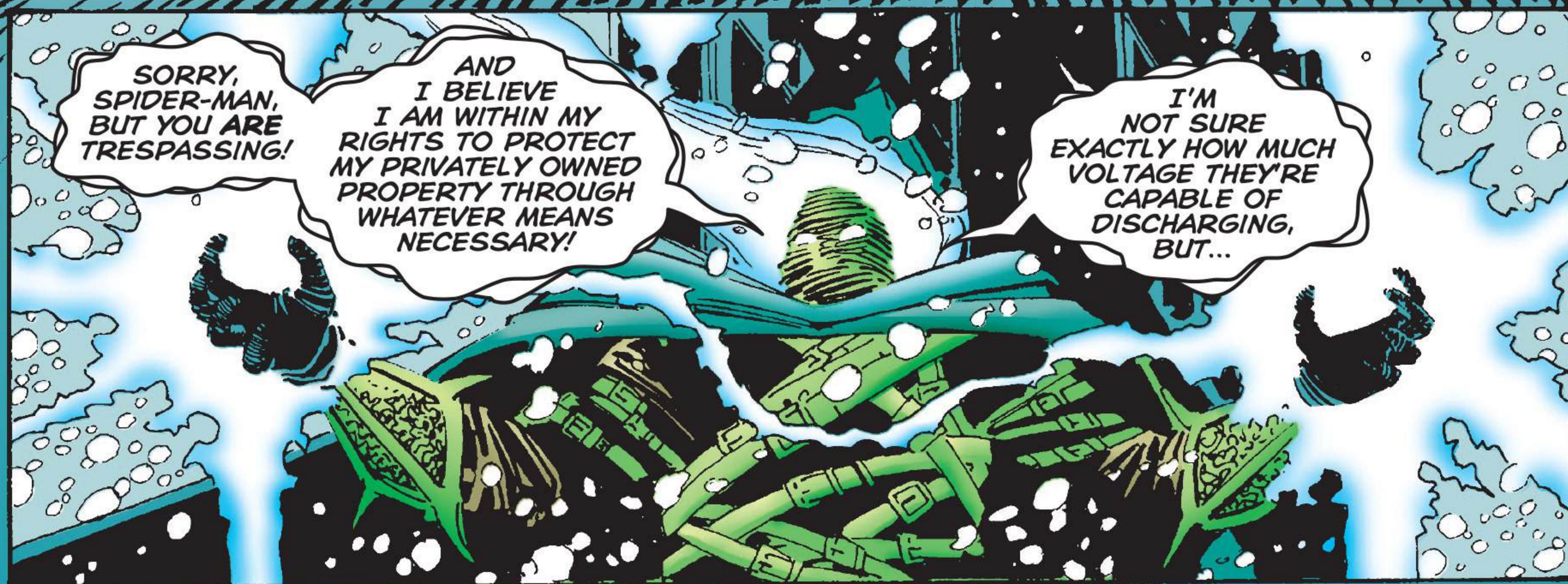
ALL I HAVE TO DO IS CLOSE MY EYES AND WALK RIGHT THROUGH...



UGPH!

THAT'S
A GOOD
ILLUSION!

FRZ AAT



SORRY,
SPIDER-MAN,
BUT YOU ARE
TRESPASSING!

AND
I BELIEVE
I AM WITHIN MY
RIGHTS TO PROTECT
MY PRIVATELY OWNED
PROPERTY THROUGH
WHATEVER MEANS
NECESSARY!

I'M
NOT SURE
EXACTLY HOW MUCH
VOLTAGE THEY'RE
CAPABLE OF
DISCHARGING,
BUT...



...KEEP
COMING AND
WE CAN FIND OUT
TOGETHER.

WELL...
I SUPPOSE
I COULD
LEAVE...



NAH! I THINK
I'LL JUST
SHUT YOU
DOWN!

I
REALLY DON'T
BELIEVE YOU'RE
GOING TO LIVE
THAT LONG!

HOW
COULD YOU
TRY TO DEPRIVE
THE WORLD OF
MY WONDERFUL
SHOWS?



IF YOU'RE SO
CONFIDENT IN YOUR
PROGRAMMING...

...WHY
NOT LET IT
STAND ON
ITS
OWN?

WHY
USE WHATEVER
IT IS YOU'RE
USING TO ADDICT
PEOPLE TO THE
SHOWS?

BECAUSE
I COULD.

BESIDES...
LIFE IS TOO
SHORT TO BE SUNK
BY THE WHIM OF
SOME EFFETE
CRITICS.

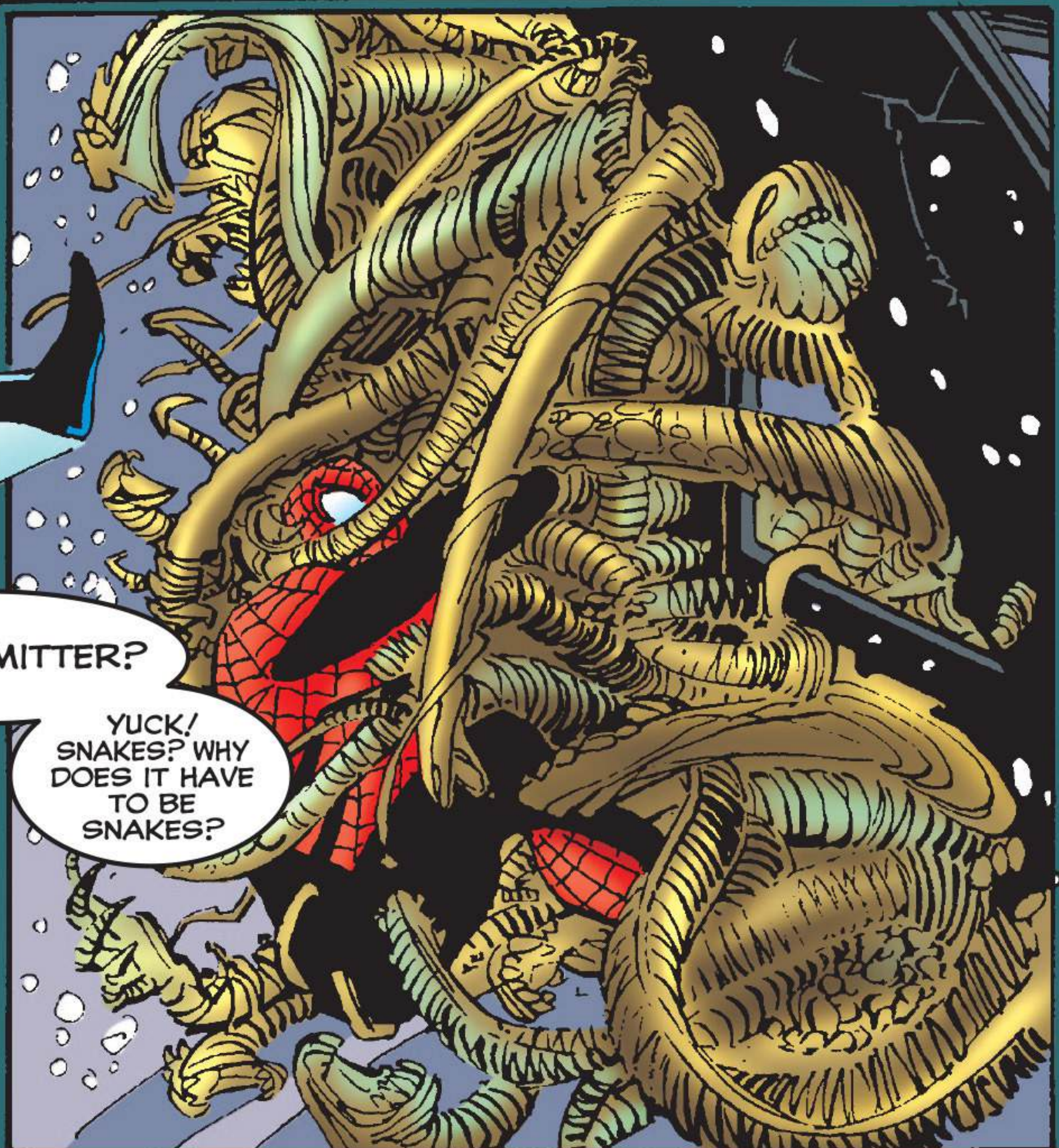
SPEAKING
OF THE SHORTNESS
OF LIFE...



NICE TRY, BUT
I'M STILL PULLING
THE PLUG ON
YOU!

AS
SOON AS
I GET MY HANDS
ON THE ...

...TRANSMITTER?



YUCK!
SNAKES? WHY
DOES IT HAVE
TO BE
SNAKES?



IT'S
JUST AN
ILLUSION... ALL
I'VE GOT TO DO IS
STAY FOCUSED ON
THE TRACKING DEVICE
AND LET IT TAKE
ME TO --

YEOW!
THAT
HURT!



I'LL TELL YOU,
MYSTERIO...

OW!



YOU'RE
GOOD...
OW!

BUT
NOT...

... GOOD
ENOUGH!



BINGO!

SHHRAK



NO!

GET AWAY FROM THERE!

NO MORE ILLUSIONS... IT'S OVER!

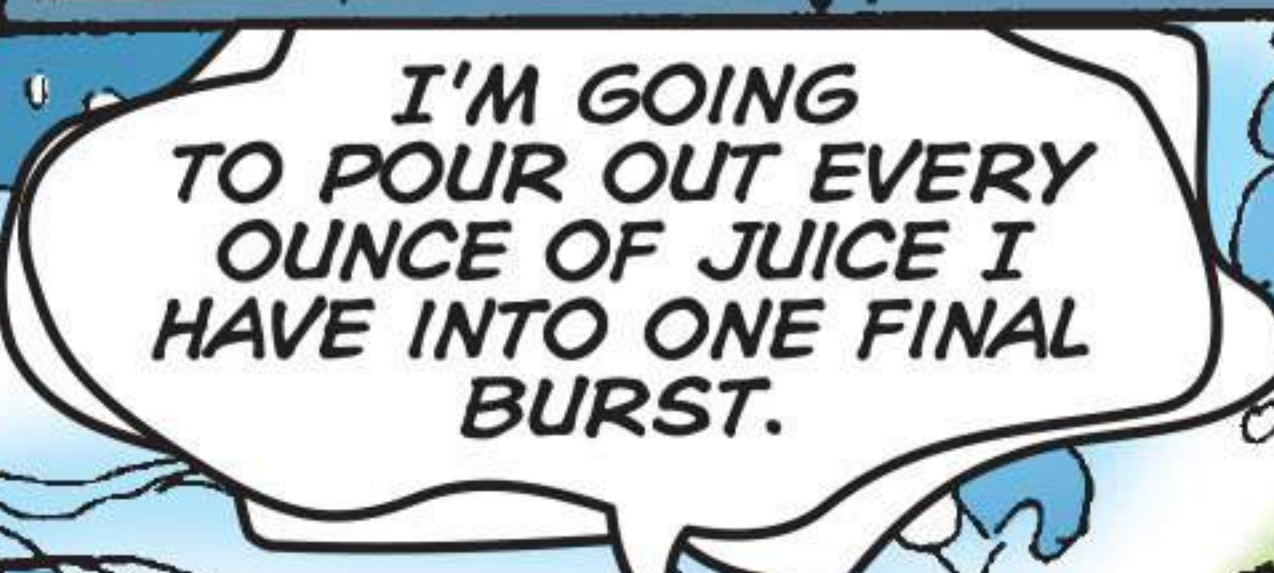


CAN'T... TAKE... MUCH... MORE... OF... THIS!



OKAY... THIS WEB SHIELD CAN KEEP MOST OF THE BLASTS FROM HITTING ME, BUT I CAN'T REACH THE CHIP UNLESS I DROP IT!

THIS IS IT, SPIDER-MAN!



I'M GOING TO POUR OUT EVERY OUNCE OF JUICE I HAVE INTO ONE FINAL BURST.

AFTER I'M DONE, YOU WON'T BE REMEMBERED ANY MORE THAN LAST YEAR'S SUMMER REPLACEMENT SHOWS.

YOU'RE ABOUT TO BE CANCELED, SPIDER-MAN!

THIS IS GOING TO TAKE TIMING.



GOT TO WAIT UNTIL HE POURS EVERYTHING INTO IT... AND THEN...



...JUMP FOR IT!

HE'S OVERLOADED ALL THE CIRCUITRY... IT'S GOING TO...

FZAKT



BOOM

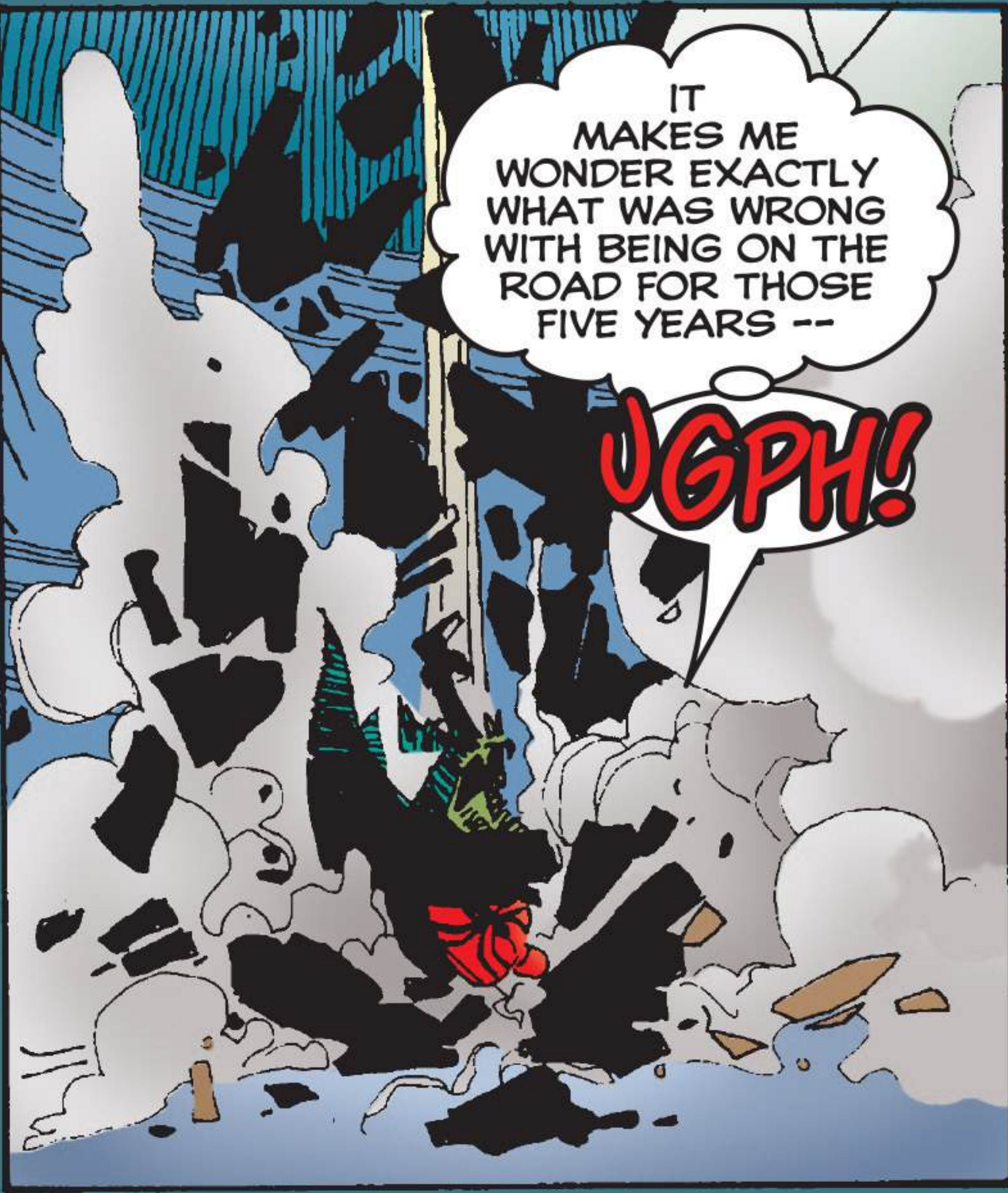
THAT'S THE THING ABOUT BEING THE GOOD GUY...

...NOT ONLY DO I HAVE TO SAVE THE CITY FROM THE TERRORS OF MIND CONTROL AND BAD TELEVISION...



...I'VE GOT TO GET MY TAIL KICKED...

...AND THEN I'VE GOT TO SAVE THE VILLAIN FROM BEING HOISTED ON HIS OWN PETARD.



IT MAKES ME WONDER EXACTLY WHAT WAS WRONG WITH BEING ON THE ROAD FOR THOSE FIVE YEARS --

UGPH!



WHAT IS THE MEANING OF THIS?

SECURITY! SOMEBODY CALL SECURITY!

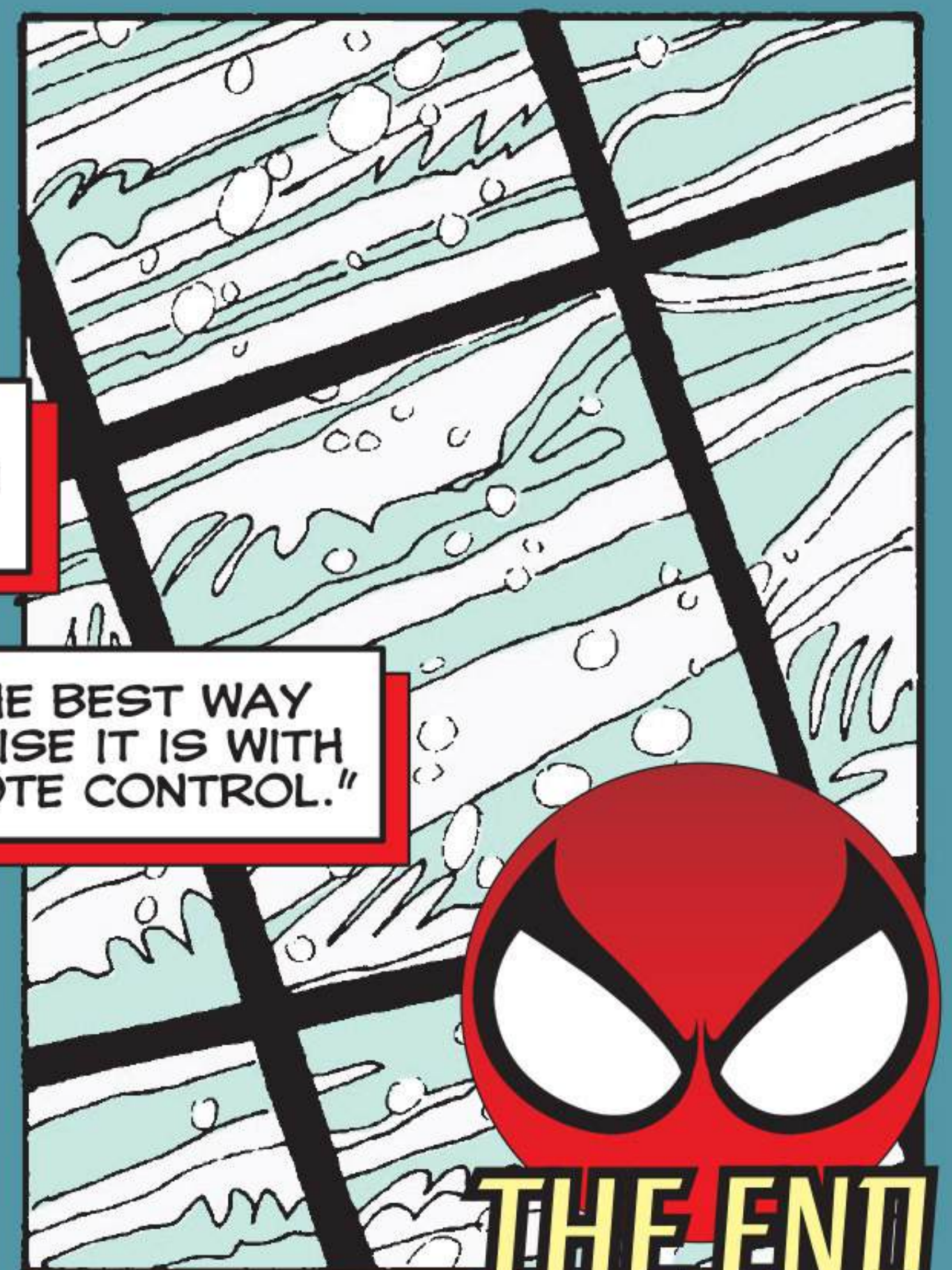
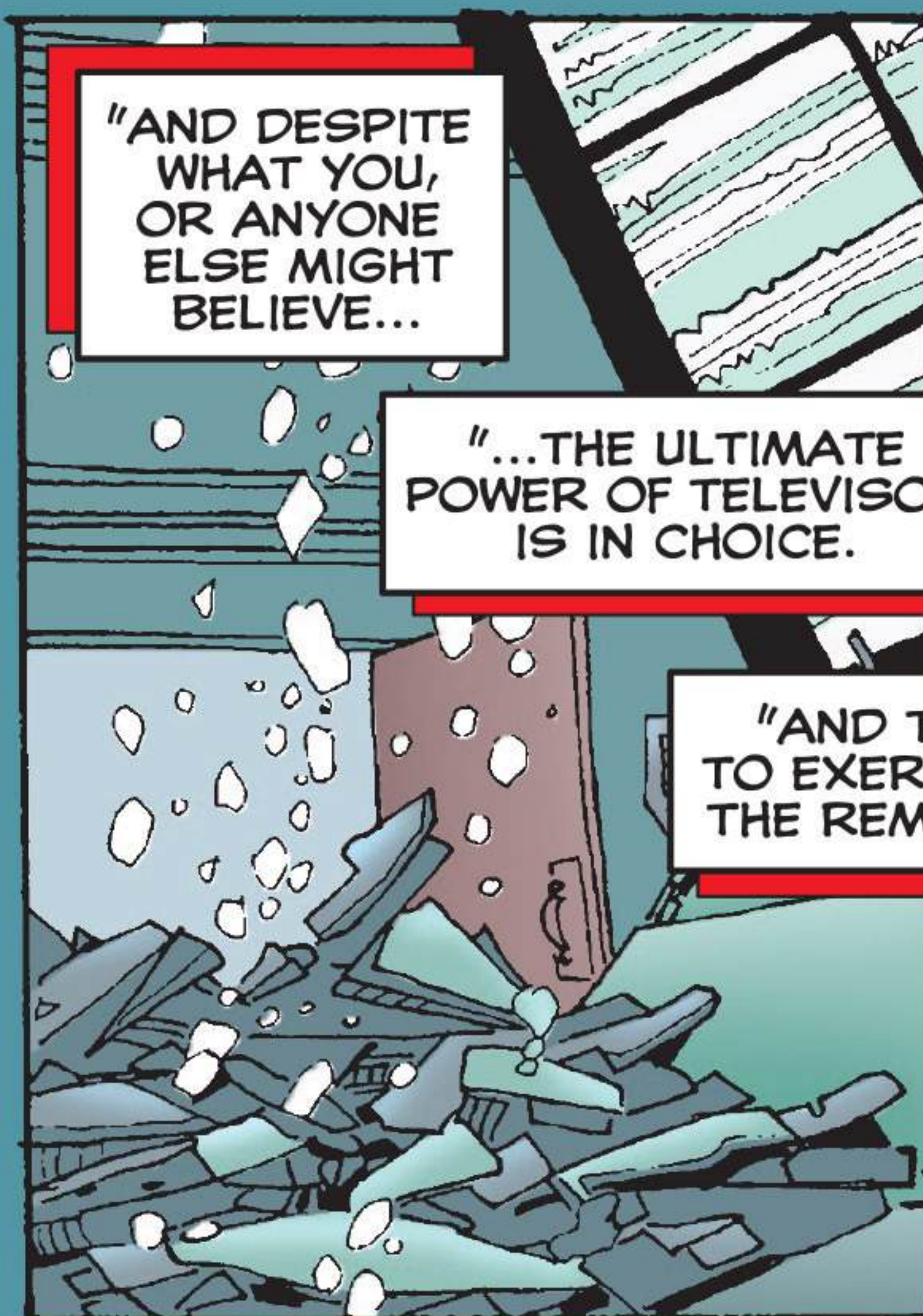
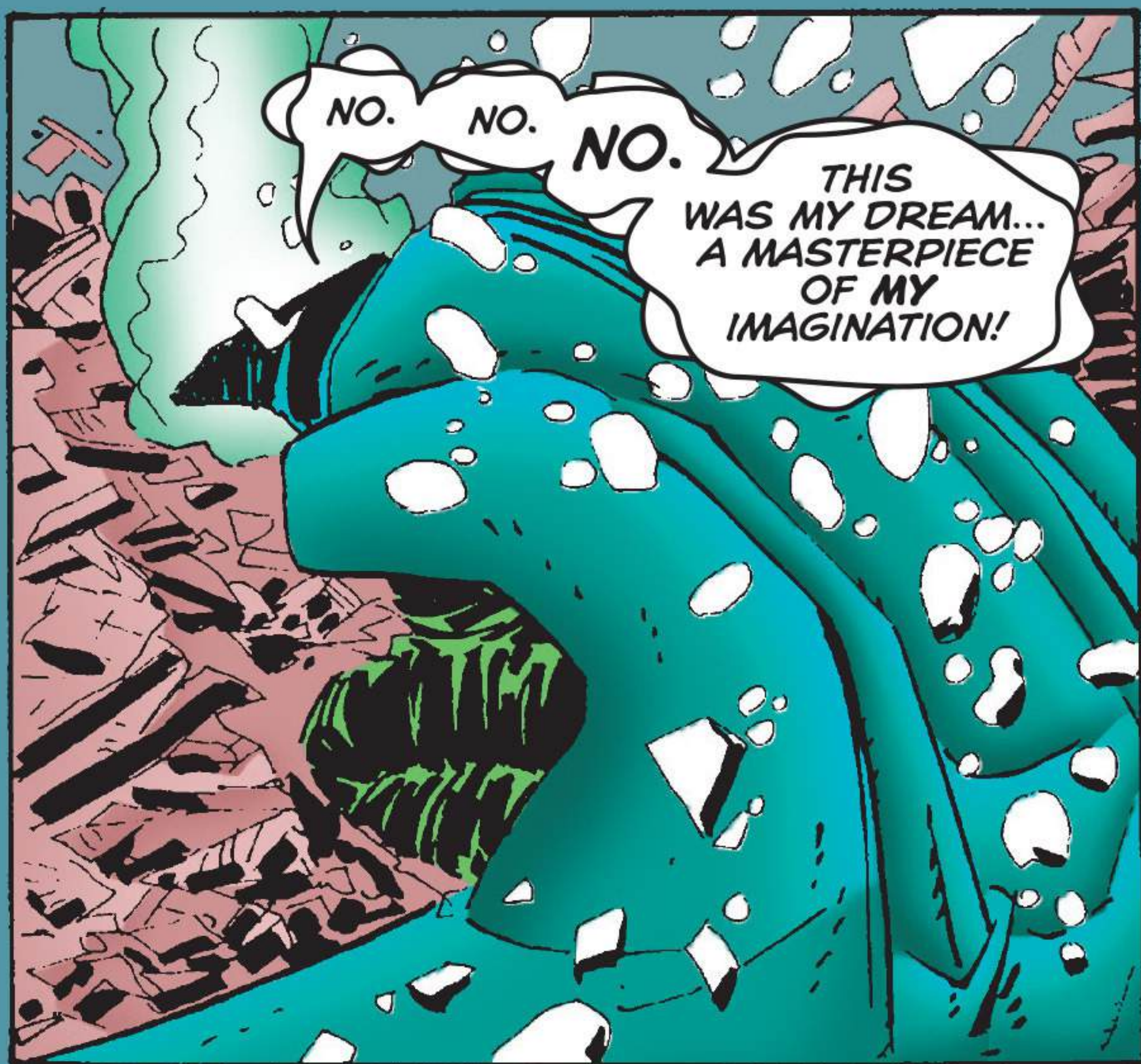
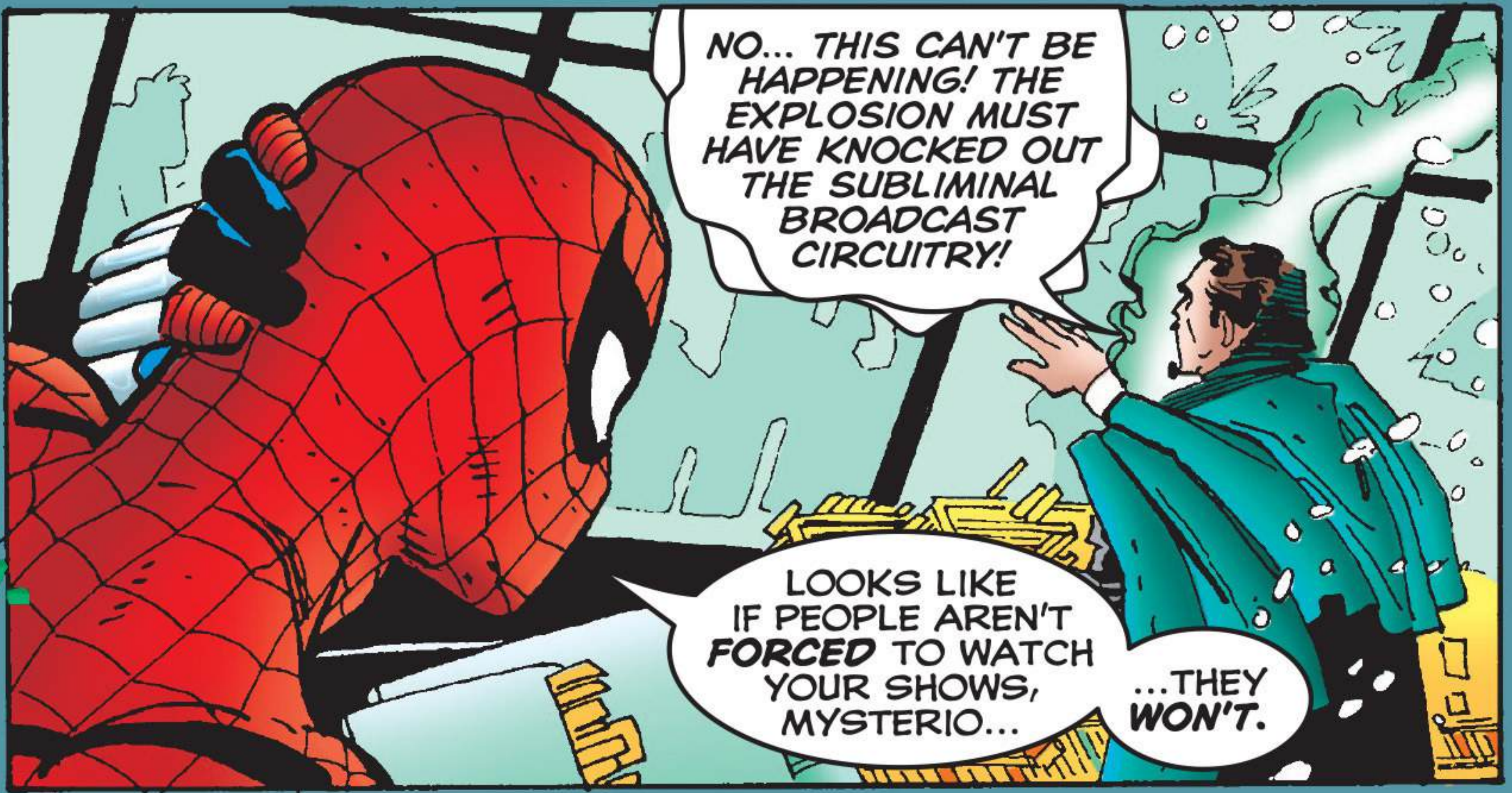
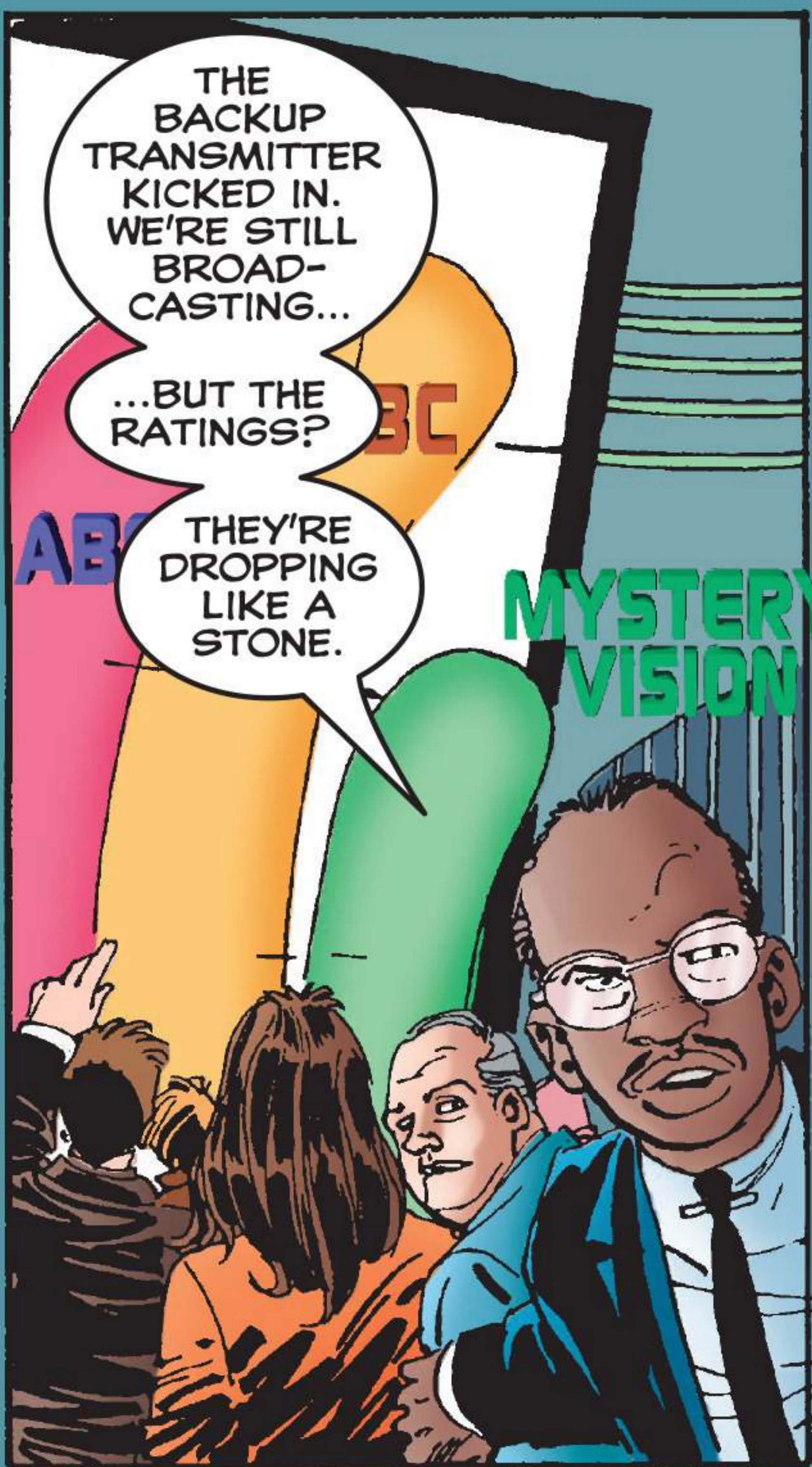
AND HAVE SOMEONE SEE IF THEY CAN FIND...

...Mr. HINES?

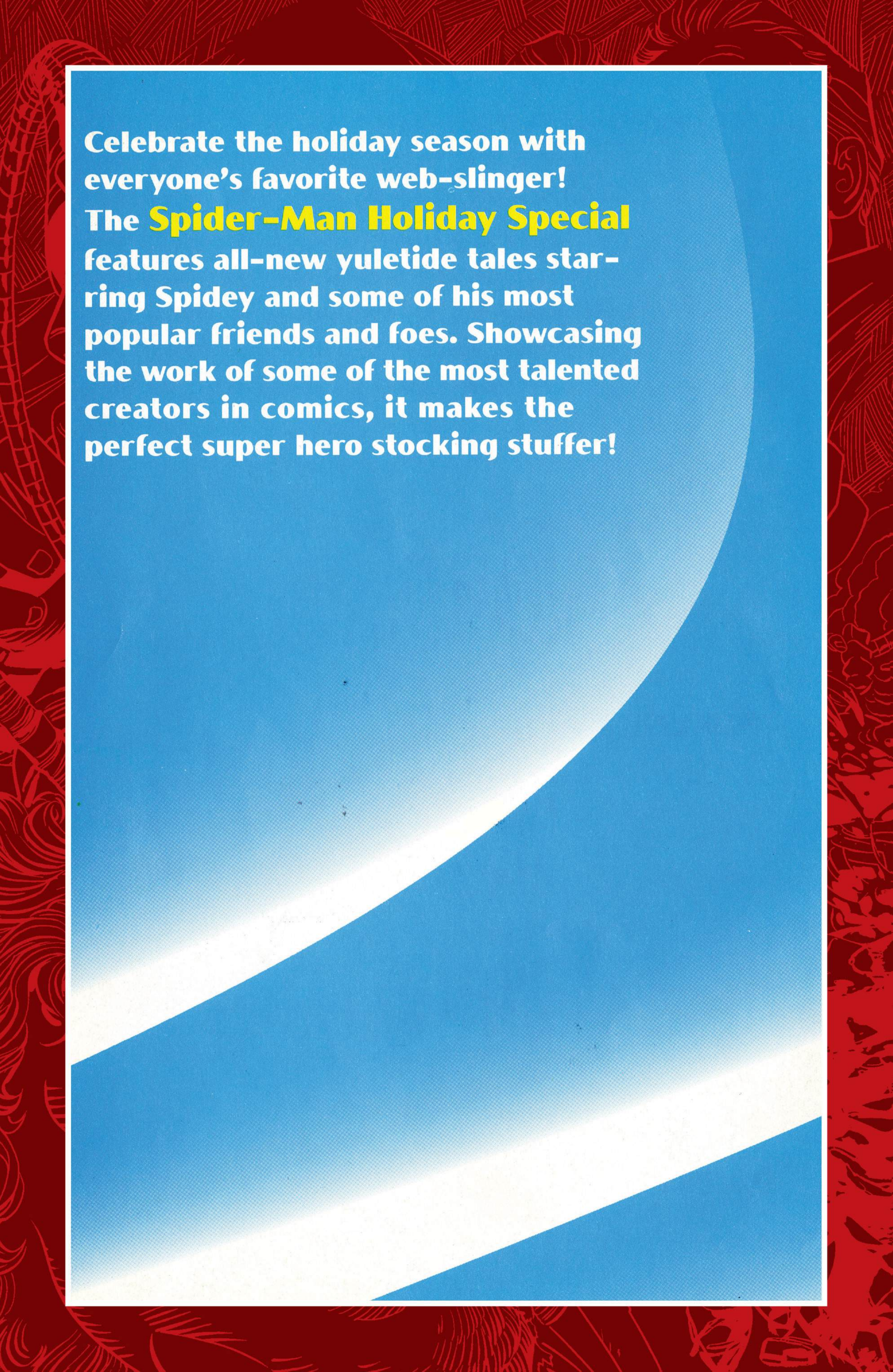


YES... CALL THE POLICE. THIS MAN IS A TERRORIST. HE DESTROYED MY TRANSMITTER. HE --

HEY! LOOK!





The background of the entire page is a dark red color with a dense, intricate pattern of white and light red lines, resembling a stylized spider web or a complex geometric design. In the center, there is a large, curved, light blue shape that resembles a stylized 'S' or a swoosh, which is the background for the text.

Celebrate the holiday season with everyone's favorite web-slinger!
The Spider-Man Holiday Special
features all-new yuletide tales starring Spidey and some of his most popular friends and foes. Showcasing the work of some of the most talented creators in comics, it makes the perfect super hero stocking stuffer!

NOW, NOW, BOYS--
IS THIS ANY WAY TO
SPEND **CHRISTMAS**
EVE?

I MEAN, I HOPE
I'M NOT INTERRUPTING
A **FAMILY REUNION**
HERE--

--BUT YOU
DON'T LOOK
LIKE THIS NICE
COUPLE'S
GRANDSONS!

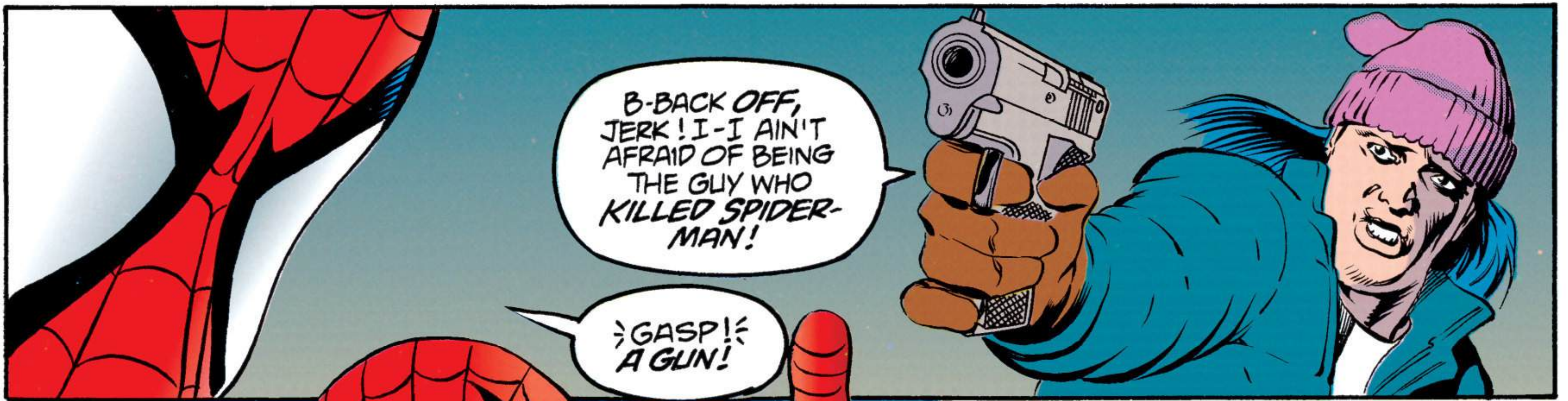
LINGH!

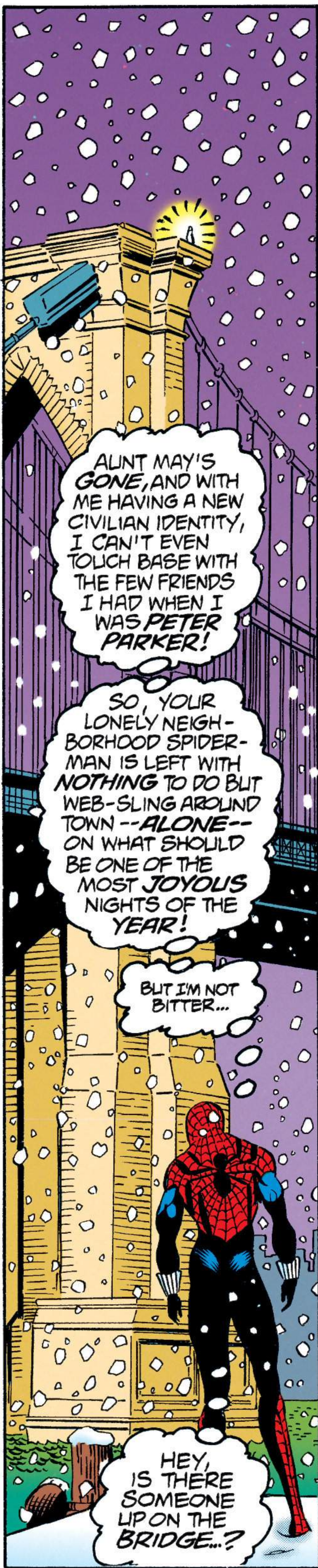
AAGH!

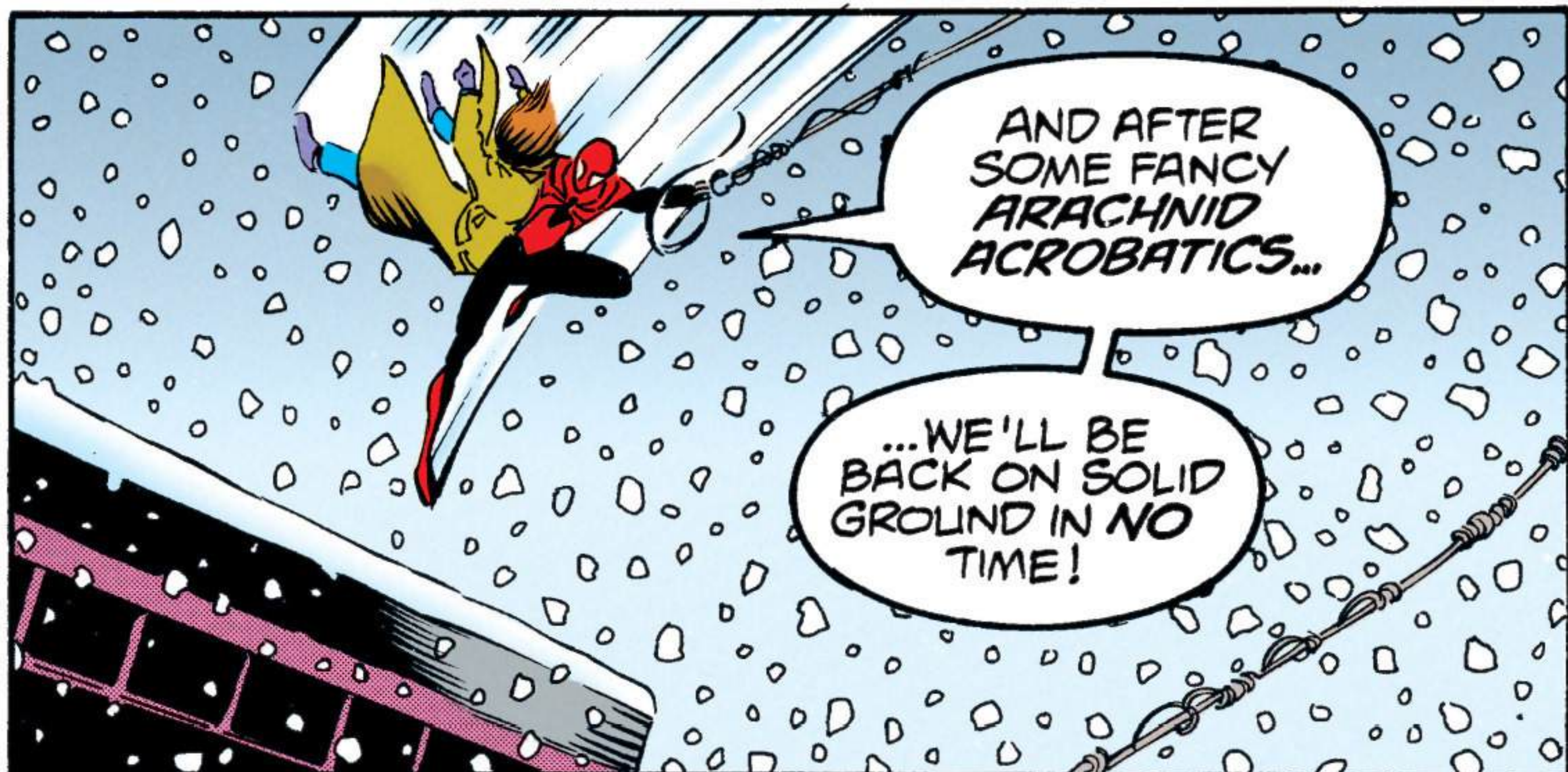
OOF!

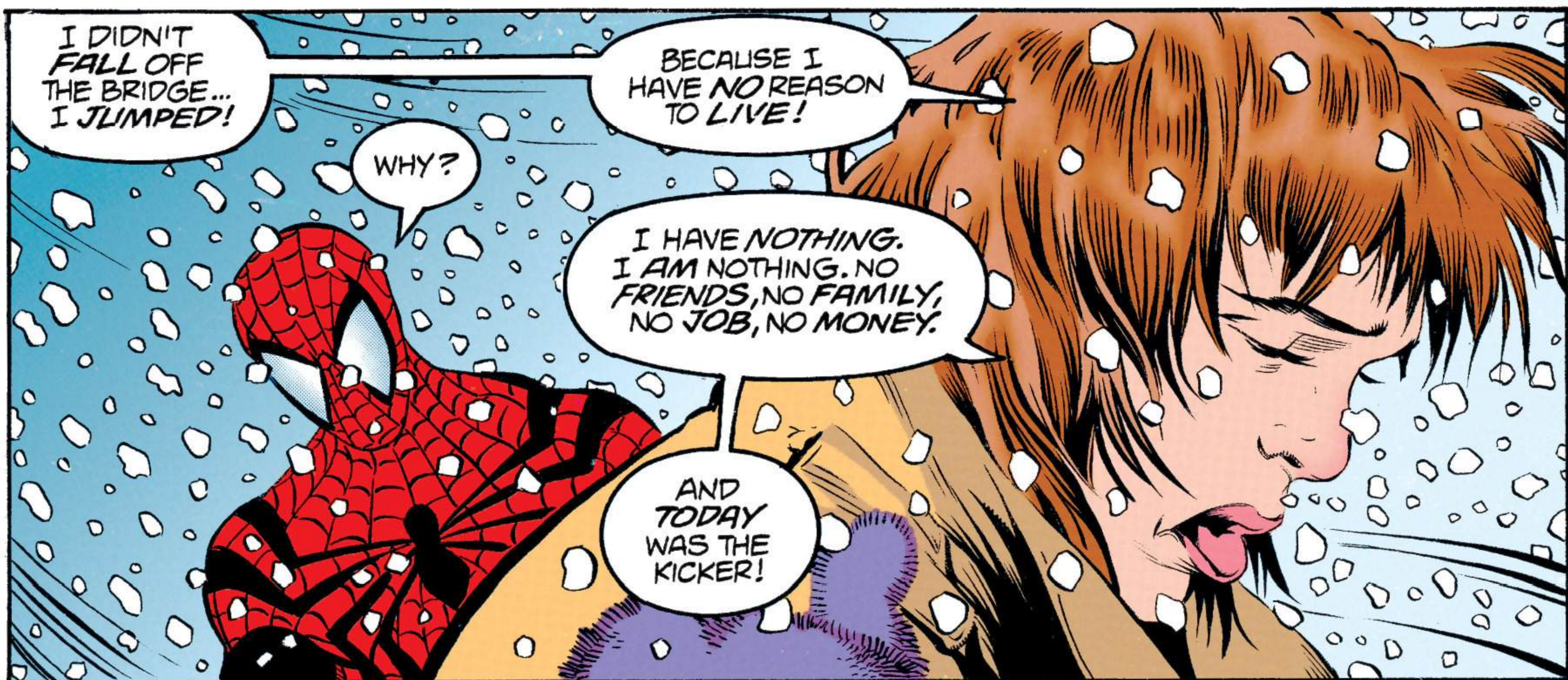
WAP!

**A MATTER
OF FAITH**









I DIDN'T
FALL OFF
THE BRIDGE...
I JUMPED!

WHY?

BECAUSE I
HAVE NO REASON
TO LIVE!

I HAVE NOTHING.
I AM NOTHING. NO
FRIENDS, NO FAMILY,
NO JOB, NO MONEY.

AND
TODAY
WAS THE
KICKER!



TODAY I FOUND OUT
I'M BEING EVICTED
FROM MY LITTLE
RATHOLE
APARTMENT!

GREAT
WAY TO
START THE
HOLIDAYS,
HUH?
SOB!!

THAT'S WHEN
IT HIT ME: I DON'T
MATTER! MY LIFE
DOESN'T MAKE A
DIFFERENCE!

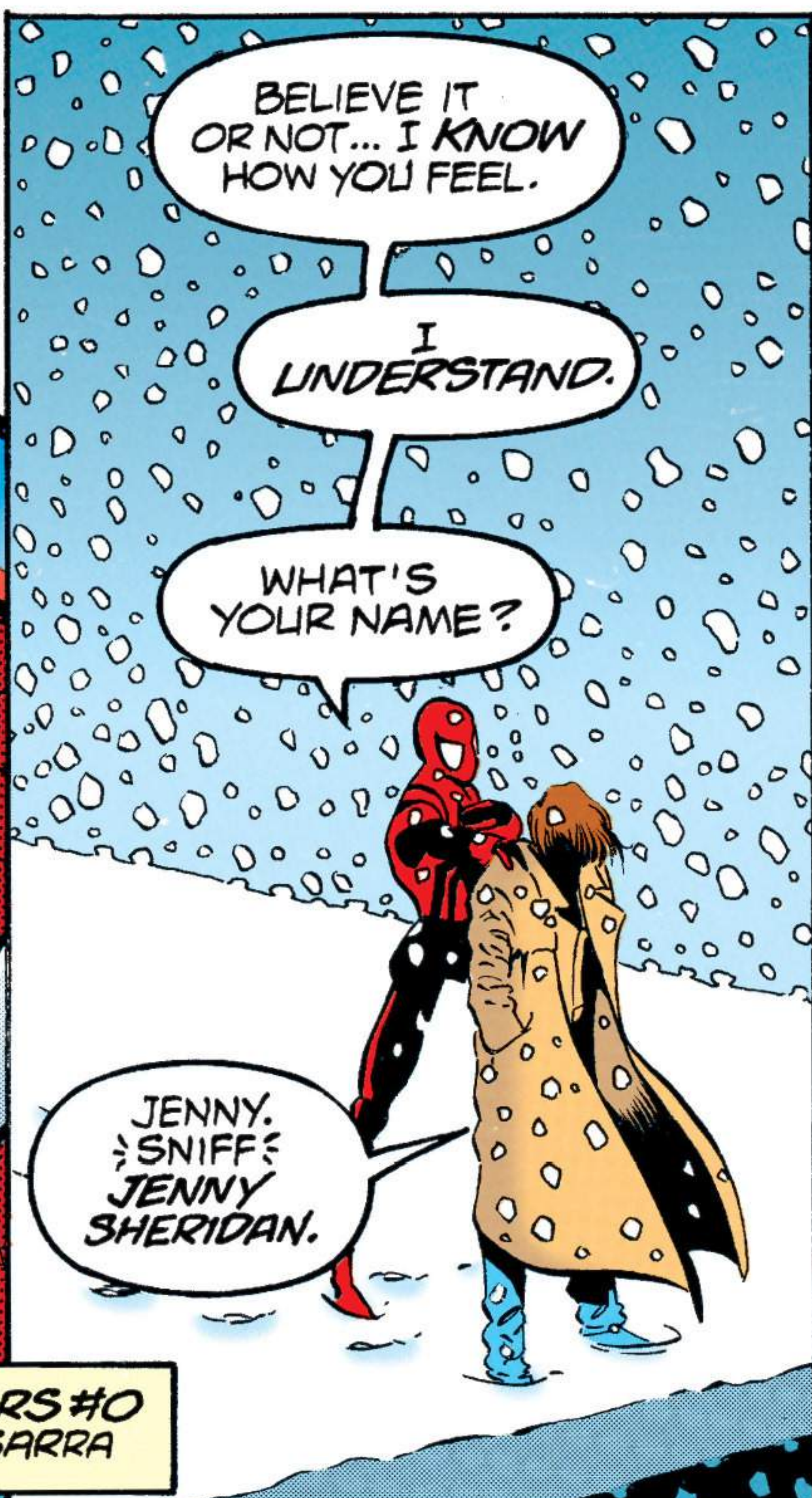
I COULD FALL
OFF THE FACE OF
THE EARTH AND
NO ONE WOULD
CARE!



MAN,
THAT
SOUNDS
FAMILIAR!

I FELT
EXACTLY THE
SAME WAY FIVE
YEARS AGO, WHEN
I FIRST THOUGHT
I WAS A
CLONE!*

* CHECK OUT LOST YEARS #0
FOR ALL THE DETAILS. --SARRA



BELIEVE IT
OR NOT... I KNOW
HOW YOU FEEL.

I
UNDERSTAND.

WHAT'S
YOUR NAME?

JENNY.
SNIFF
JENNY
SHERIDAN.



LISTEN, JENNY, WHAT
SAY WE GET OUT
OF HERE, OKAY?

I'VE
GOT THIS
REAL HANG-UP
ABOUT GIRLS
ON BRIDGES...

THWIP!

...SO I CAME TO NEW YORK
TO BECOME A **WRITER**-- AS
IF THIS TOWN REALLY **NEEDS**
YET **ANOTHER** ASPIRING
WRITER!

COULDN'T
FIND ANY
WORK, HUH?

NOTHING. I
WATCHED MY LIFE
SAVINGS DWINDLE
DOWN INTO THE
NEGATIVE
FIGURES.

LOSING MY
APARTMENT WAS
THE **LAST STRAW.**
I COULDN'T **BEAR**
THE THOUGHT OF LIVING
ON THE STREETS,
ANONYMOUS, HAVING
NO PLACE TO GO...

...IGNORED AND
AVOIDED BY EVERYONE,
NO ONE CARING WHETHER
I LIVED OR DIED...

THAT'S WHERE
YOU'RE **WRONG**, JENNY.
NO MATTER WHAT YOU THINK
THERE ARE PEOPLE
WHO CARE.

I
CARE.



AND I THINK--
HEY!

LOOKS LIKE A
RIOT'S GOING
ON AT THE
MANHATTAN
MALL!



I KNOW
LAST-MINUTE
CHRISTMAS
SHOPPERS CAN
GET PRETTY
BRUTAL--

--BUT
THIS IS
RIDICULOUS!



I'M GOING IN TO
CHECK THIS OUT. YOU
STAY HERE, WHERE
IT'S SAFE.

WILL YOU
BE ALL
RIGHT?

PROBABLY
NOT...

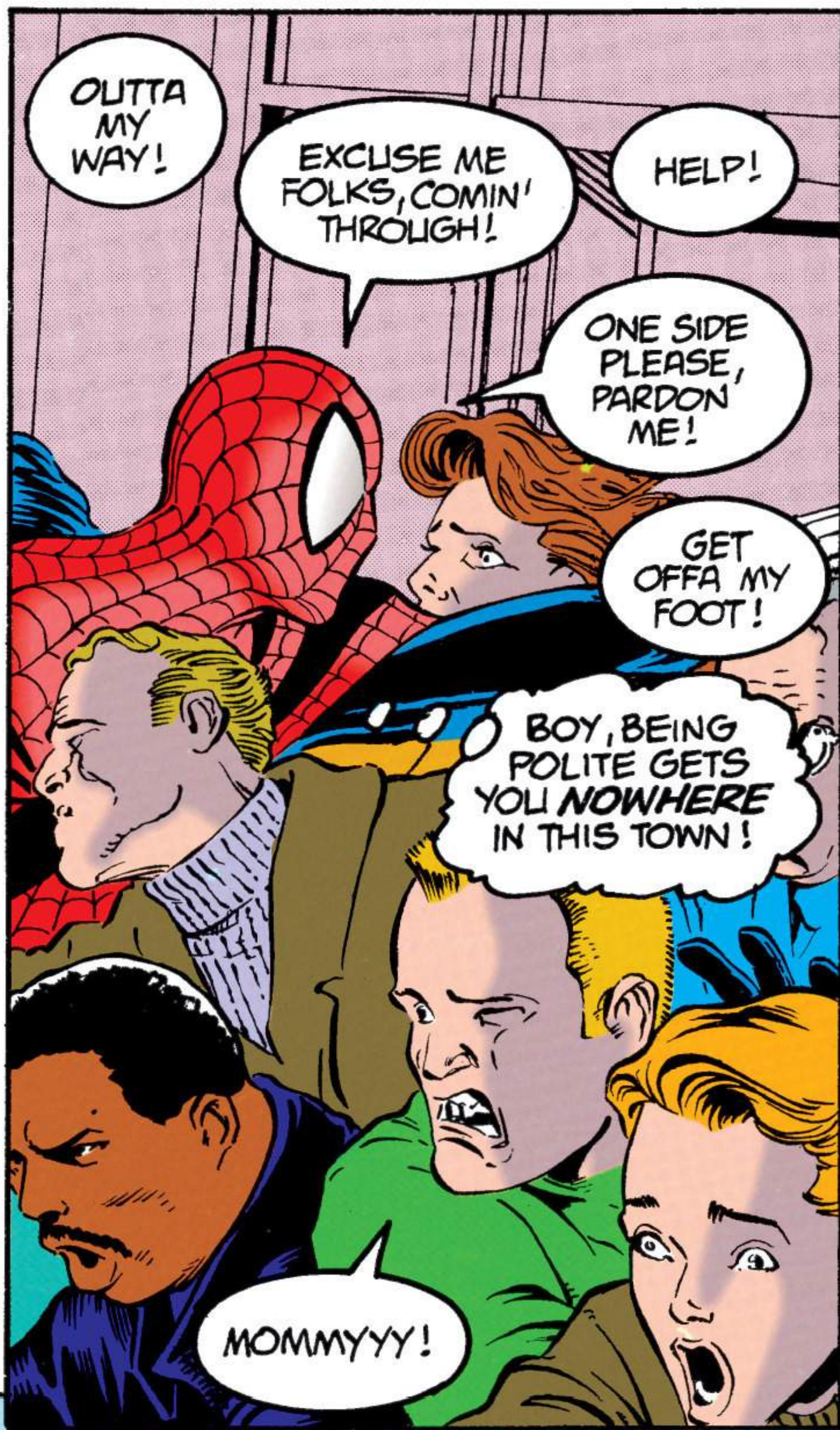


"...BUT THAT'S NEVER
STOPPED ME BEFORE!"

THAAAT'S
IT!

JUST DROP
YOUR WALLETS,
PURSES AND JEWELRY
AT MY FEET AS YOU
LEAVE, LADIES AND
GENTLEMEN!

OH, YEAH--
MERRY CHRISTMAS,
AND THANK YOU FOR
SHOPPING AT THE
MANHATTAN
MALL!





WHO'RE YOU WORKING FOR *THIS* TIME, SCORCHER-- THE *GRINCH*?

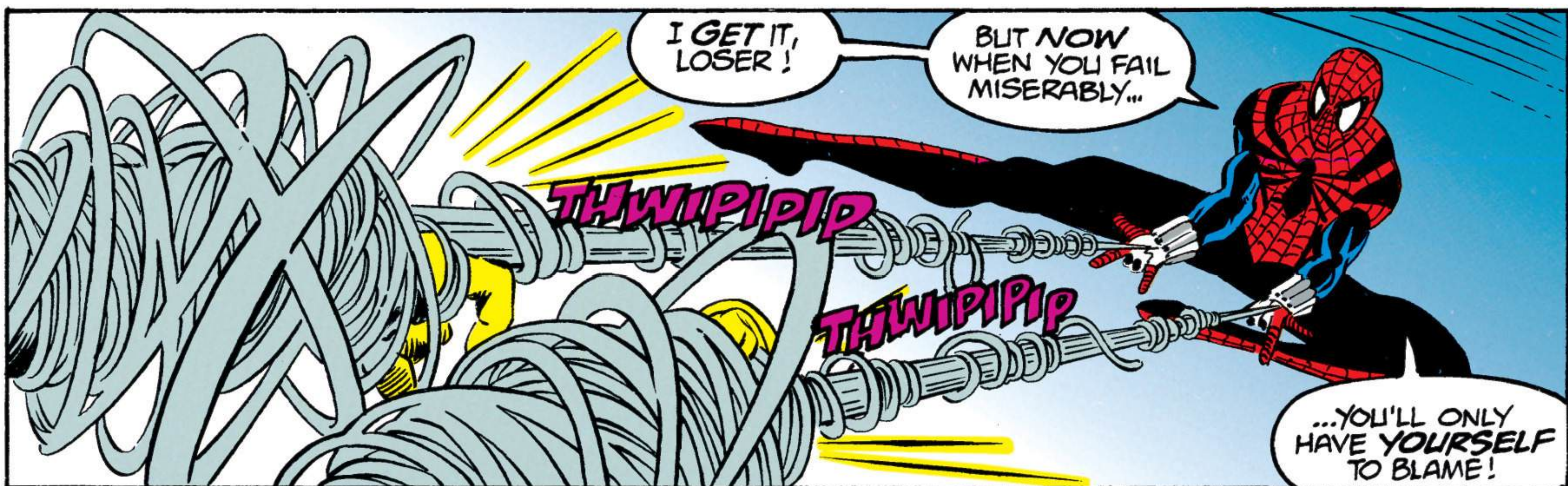
OOF!



WHOOOOSH

I DON'T ANSWER TO *ANYONE* THESE DAYS, BUG-MAN!

I ONLY WORK FOR *MYSELF* NOW! NO BOSSES! NO HENCHMEN!



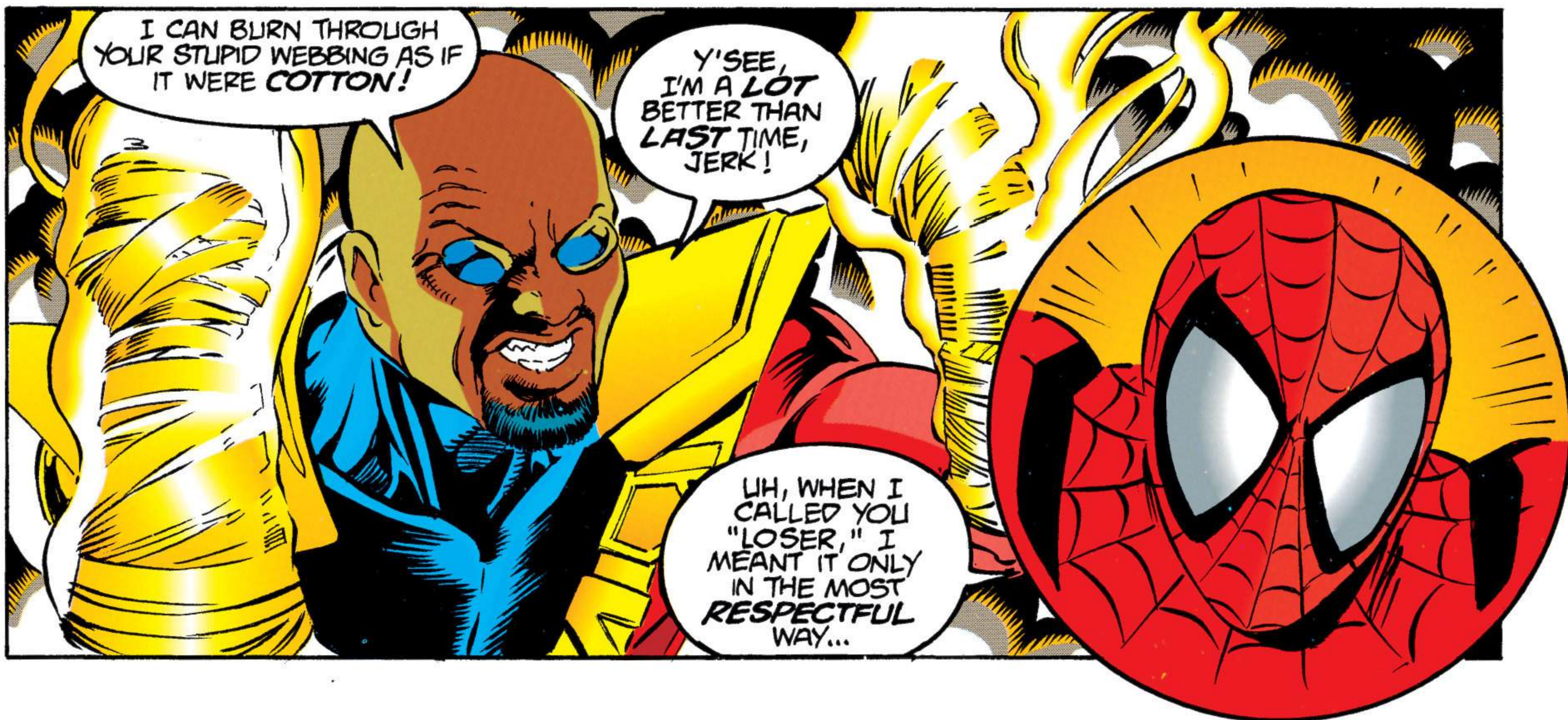
I GET IT, LOSER!

BUT NOW WHEN YOU FAIL MISERABLY...

THWIP

THWIP

...YOU'LL ONLY HAVE *YOURSELF* TO BLAME!

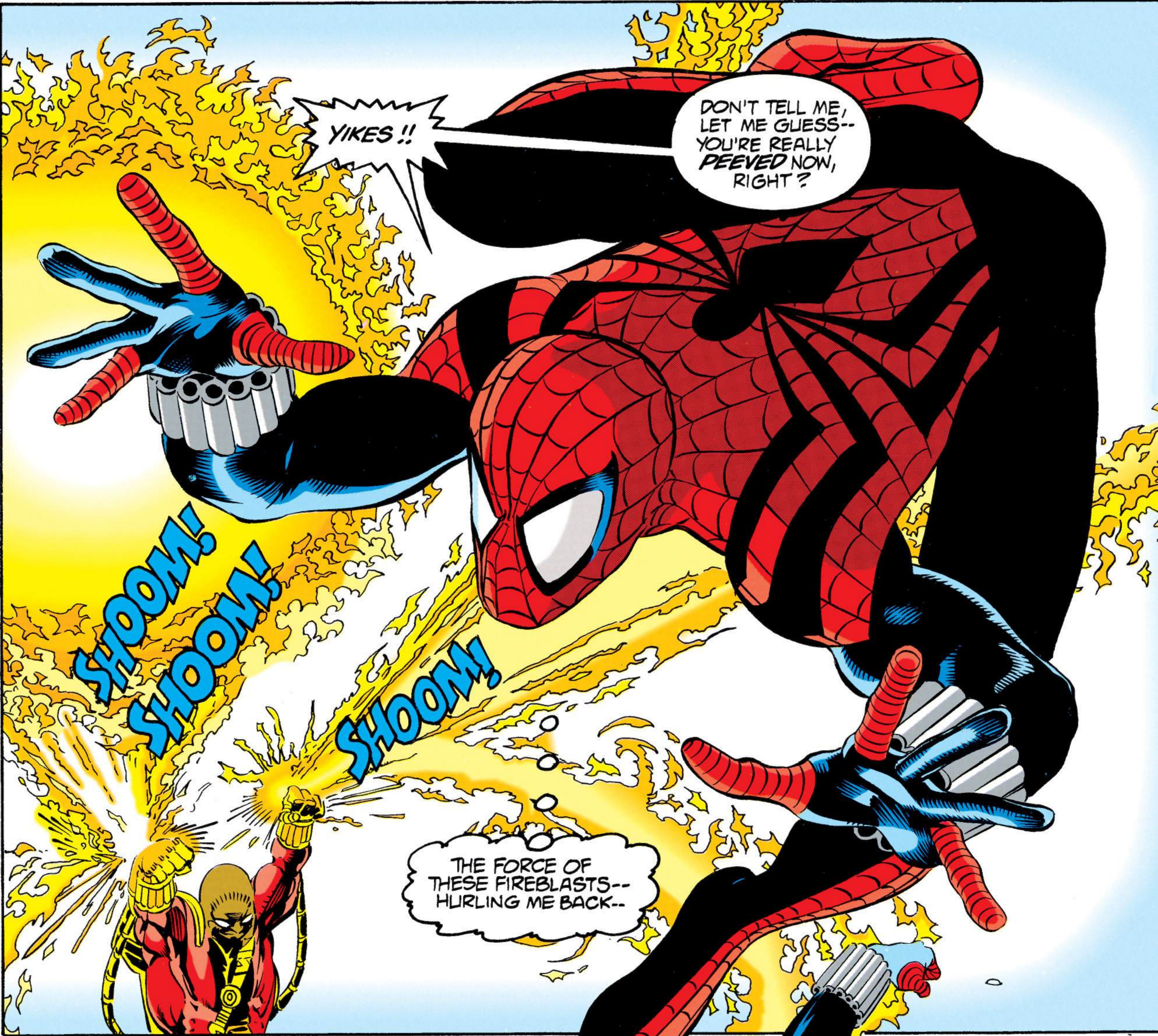


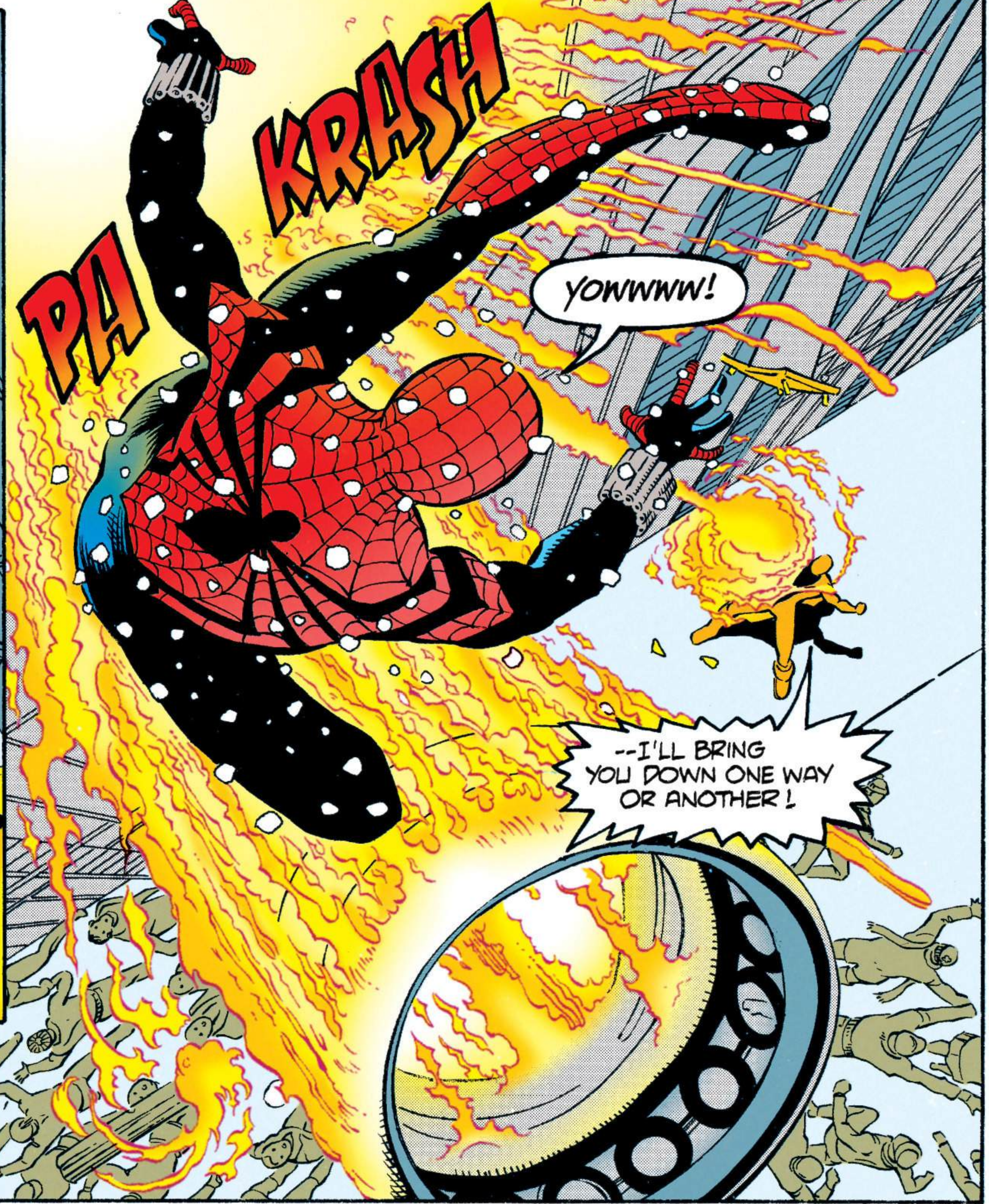
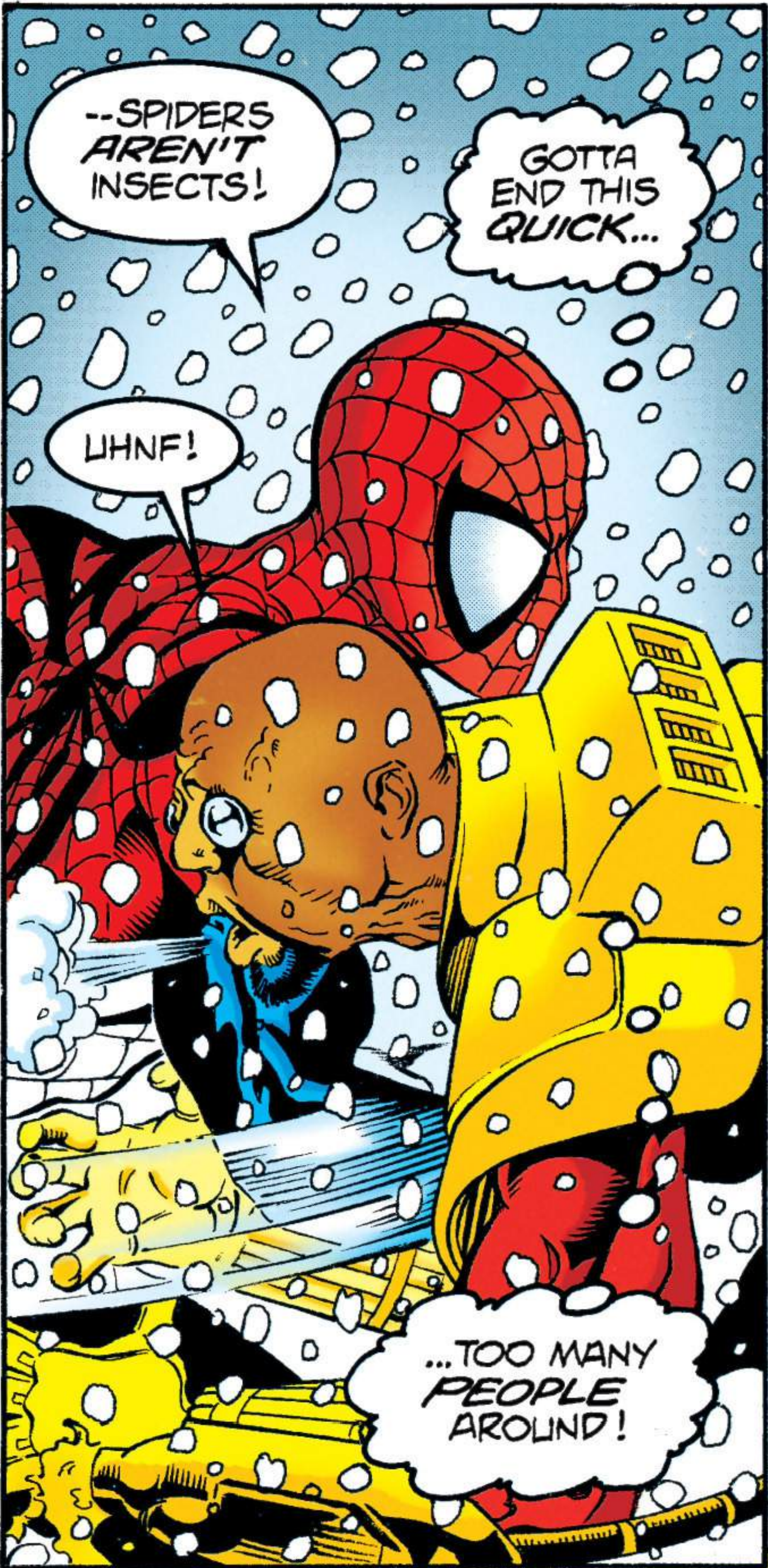
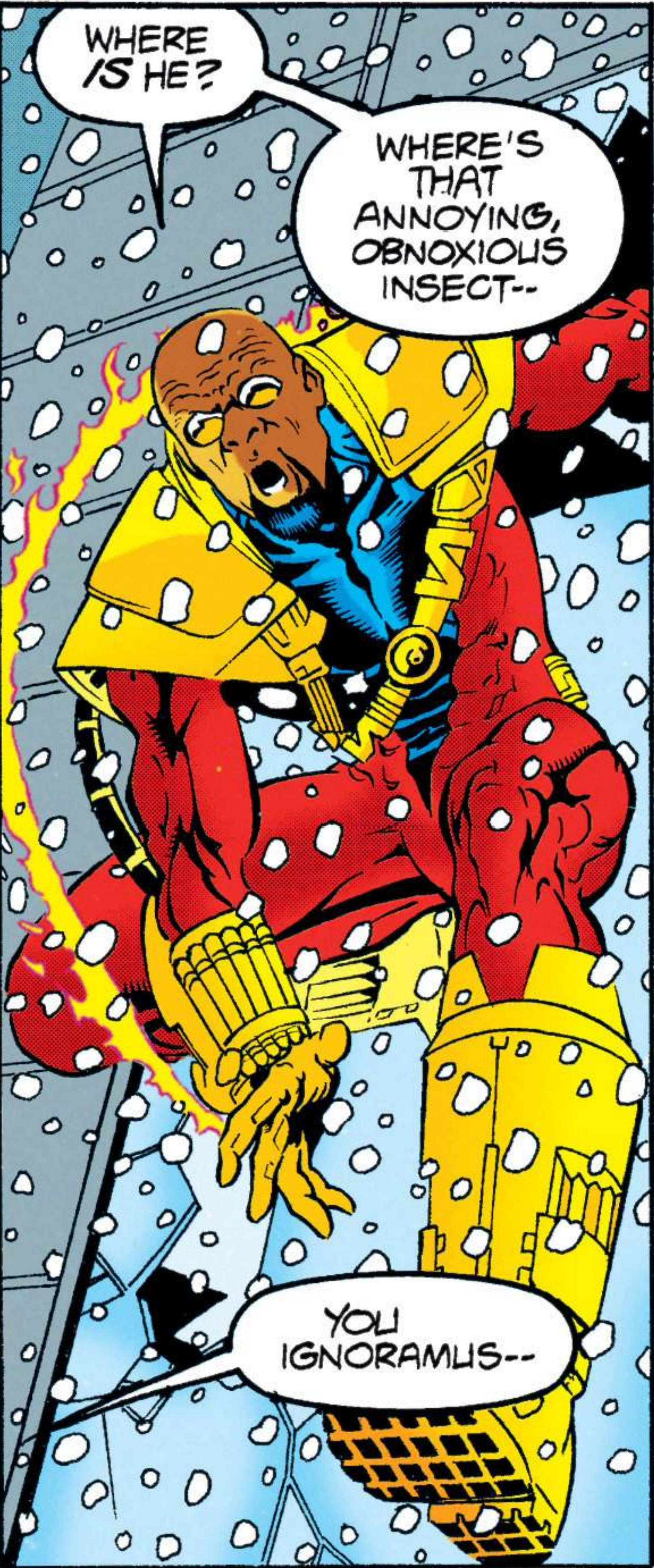
I CAN BURN THROUGH YOUR STUPID WEBBING AS IF IT WERE *COTTON*!

Y'SEE, I'M A *LOT* BETTER THAN *LAST TIME*, JERK!

UH, WHEN I CALLED YOU "LOSER," I MEANT IT ONLY IN THE MOST *RESPECTFUL* WAY...



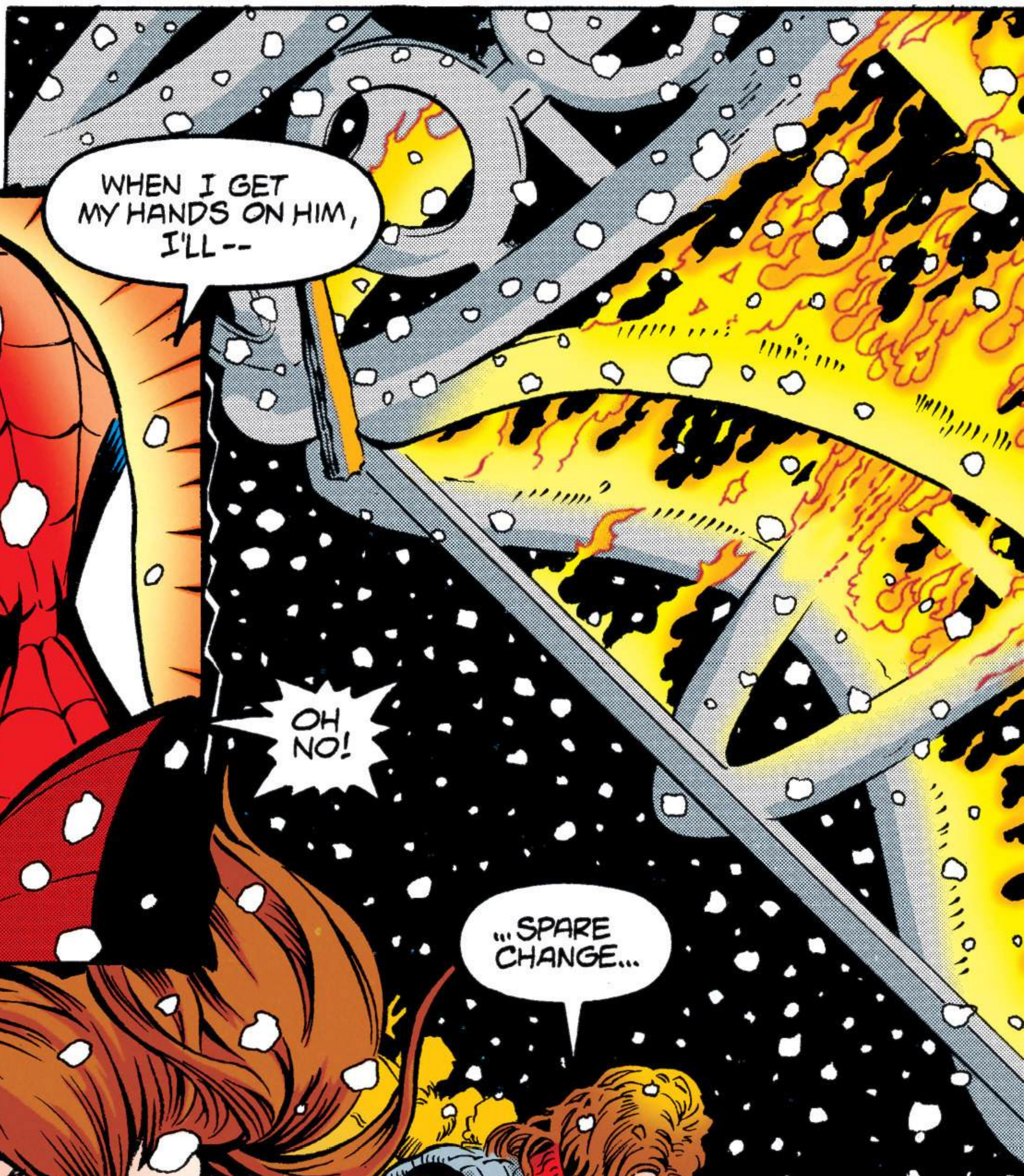






THAT LUNATIC!

THUMP



WHEN I GET MY HANDS ON HIM, I'LL--

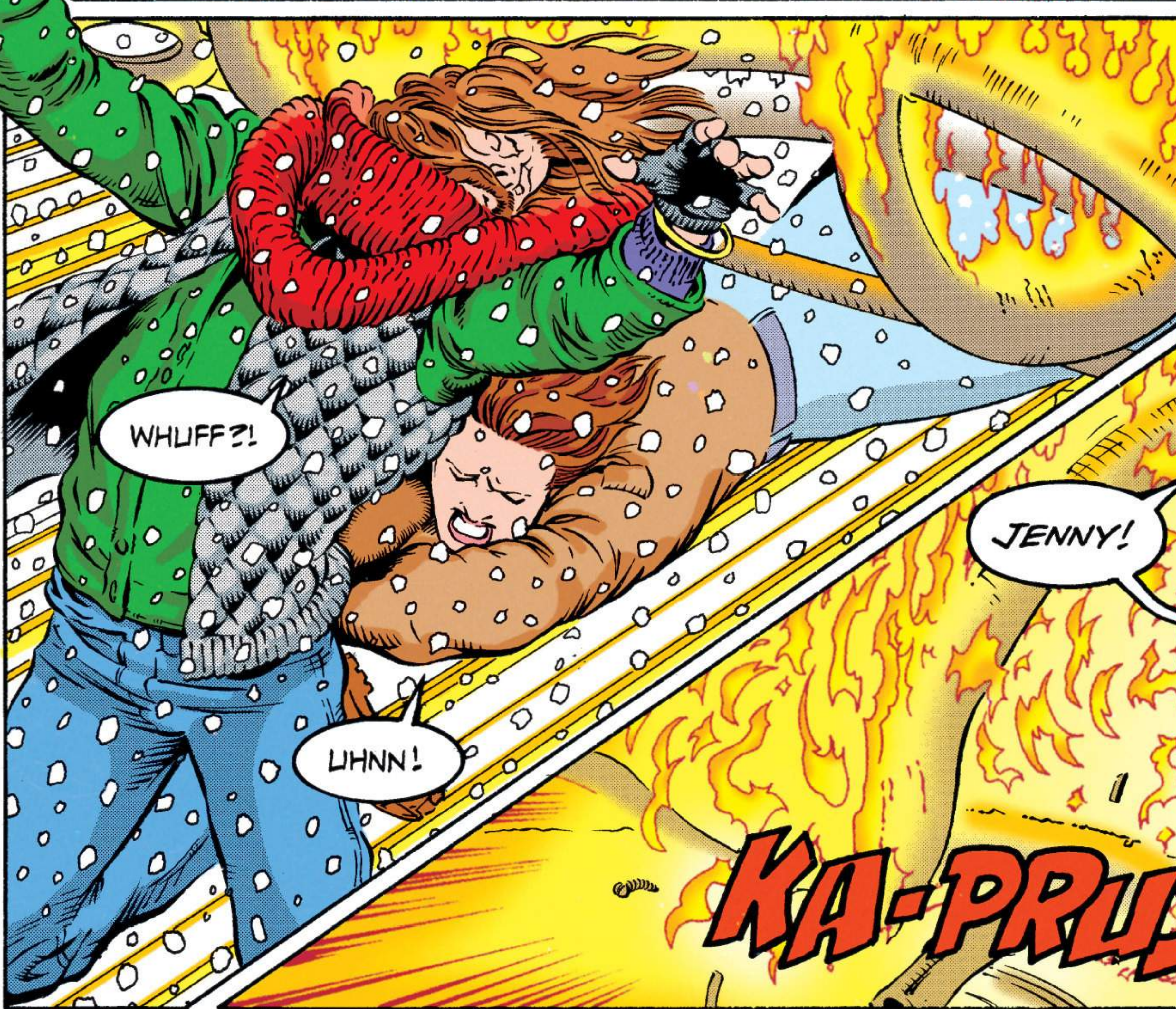
OH NO!



MISTER! LOOK OUT! YOU'RE GONNA BE CRUSHED! MISTER!

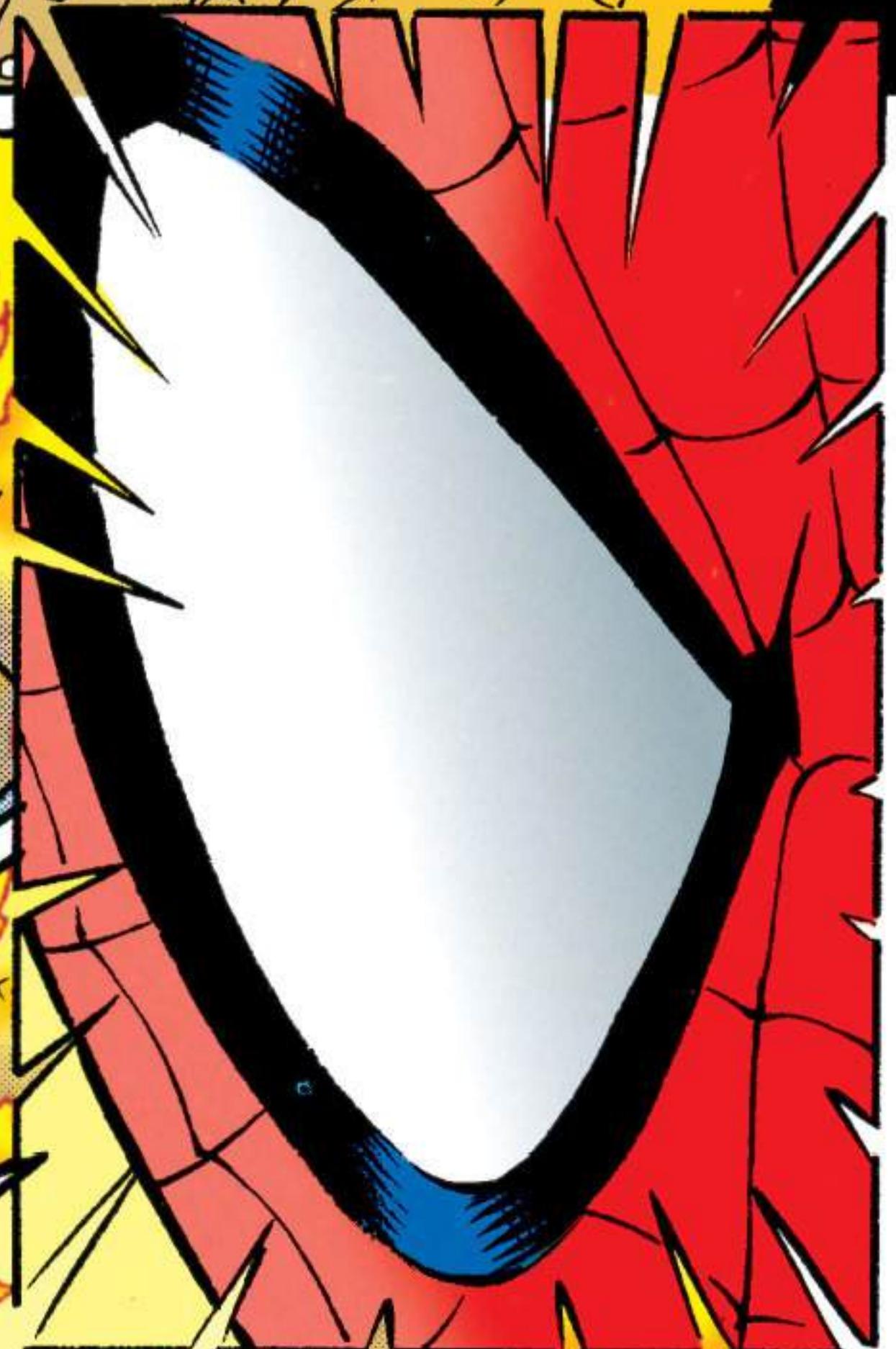
"SPARE CHANGE..."

OH, GOD, HE CAN'T HEAR ME!



WHUFF?!

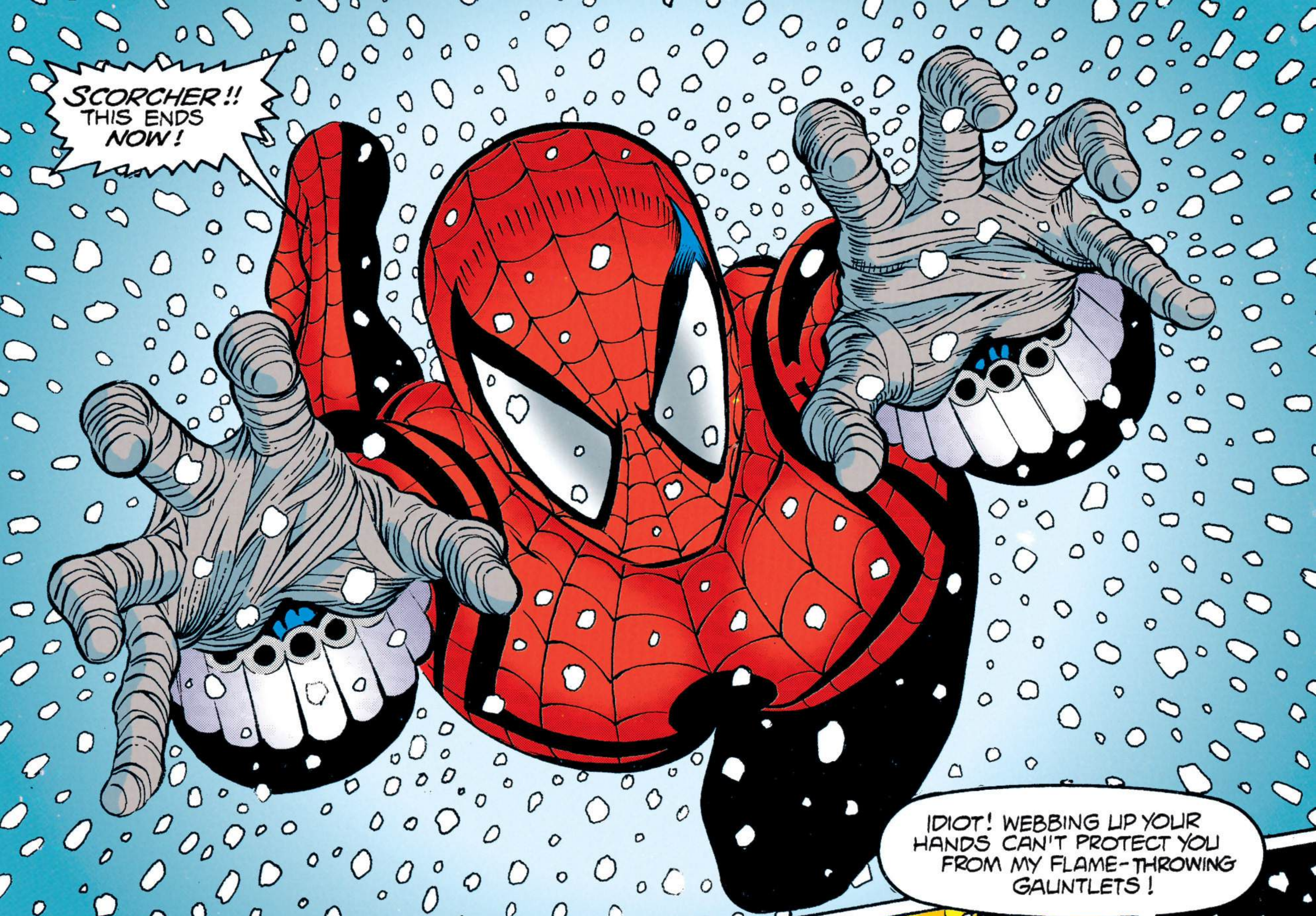
LHNN!



JENNY!

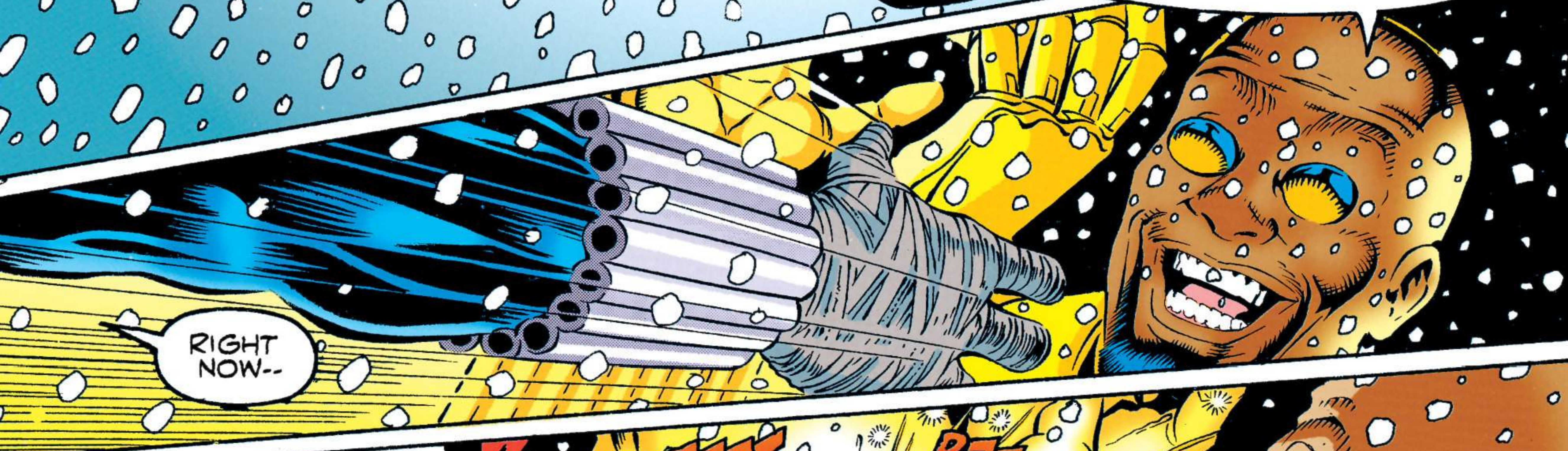
NO!

KA-PRUSSH!

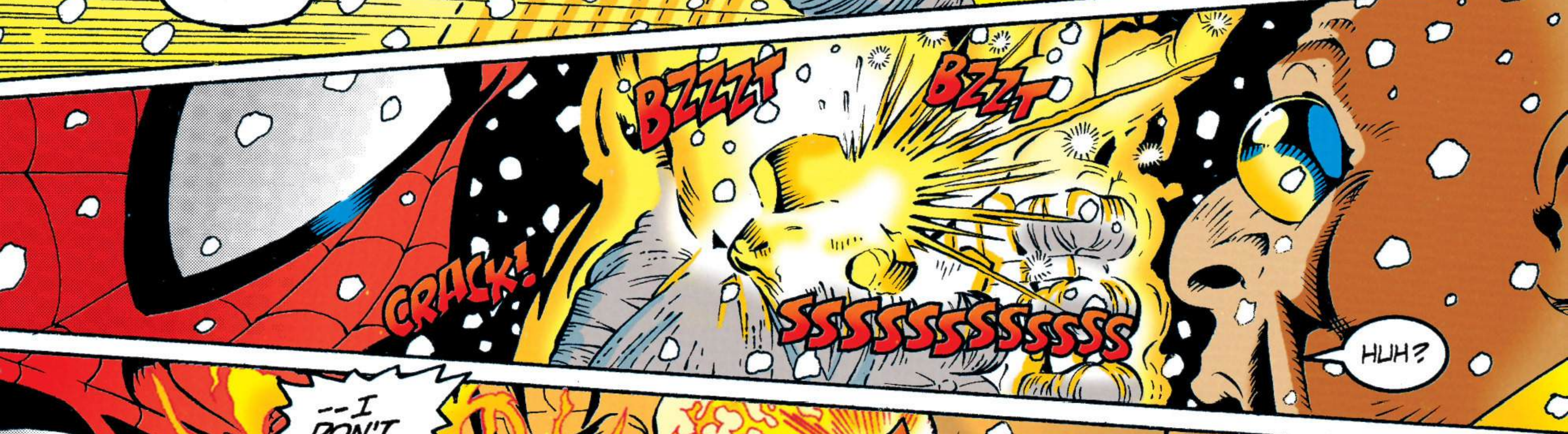


SCORCHER!!
THIS ENDS
NOW!

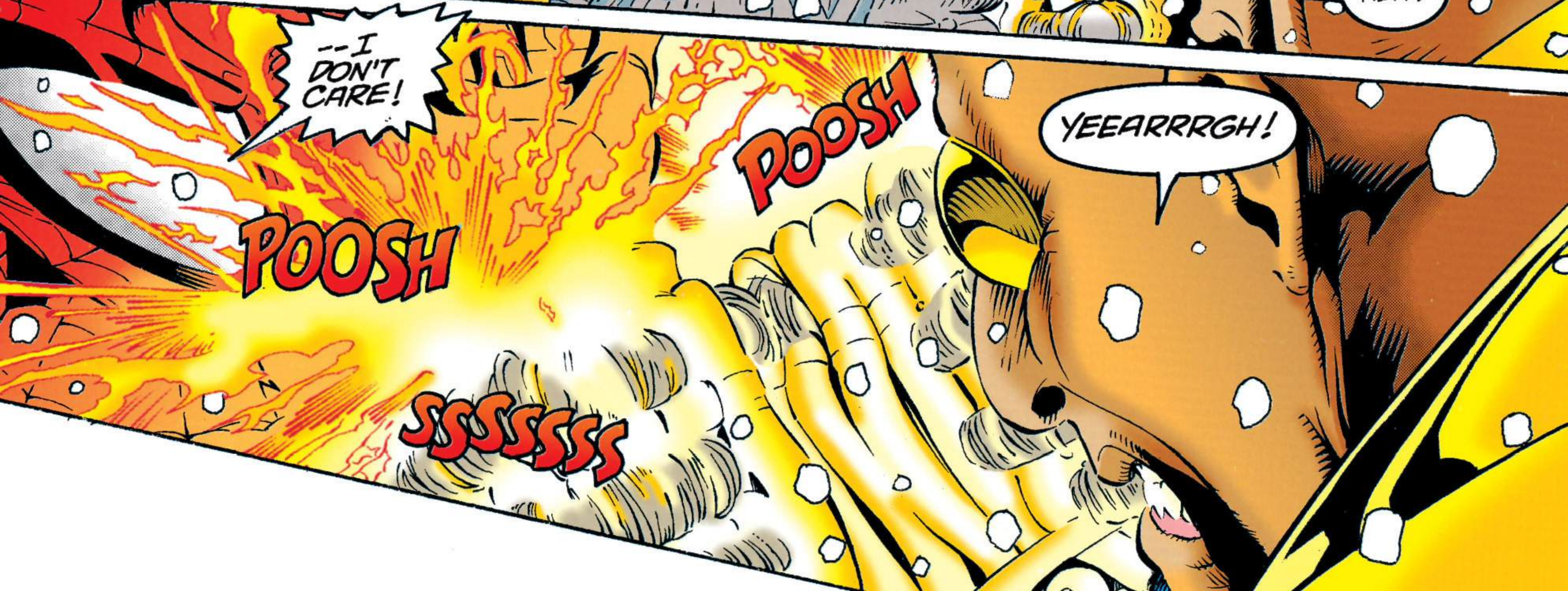
IDIOT! WEBBING UP YOUR
HANDS CAN'T PROTECT YOU
FROM MY FLAME-THROWING
GAUNTLETS!



RIGHT
NOW--

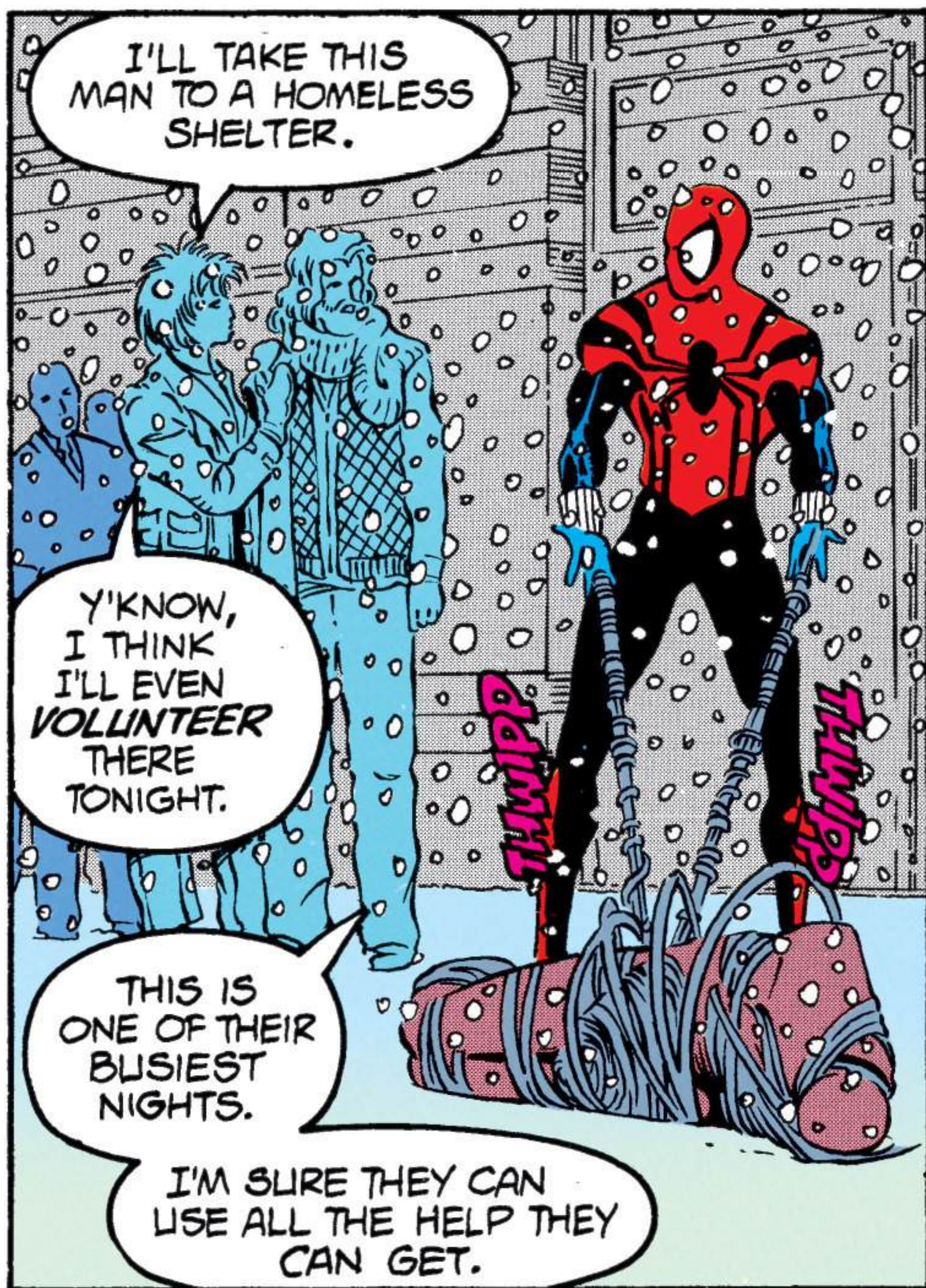


HUH?



--I
DON'T
CARE!

YEEARRRGH!

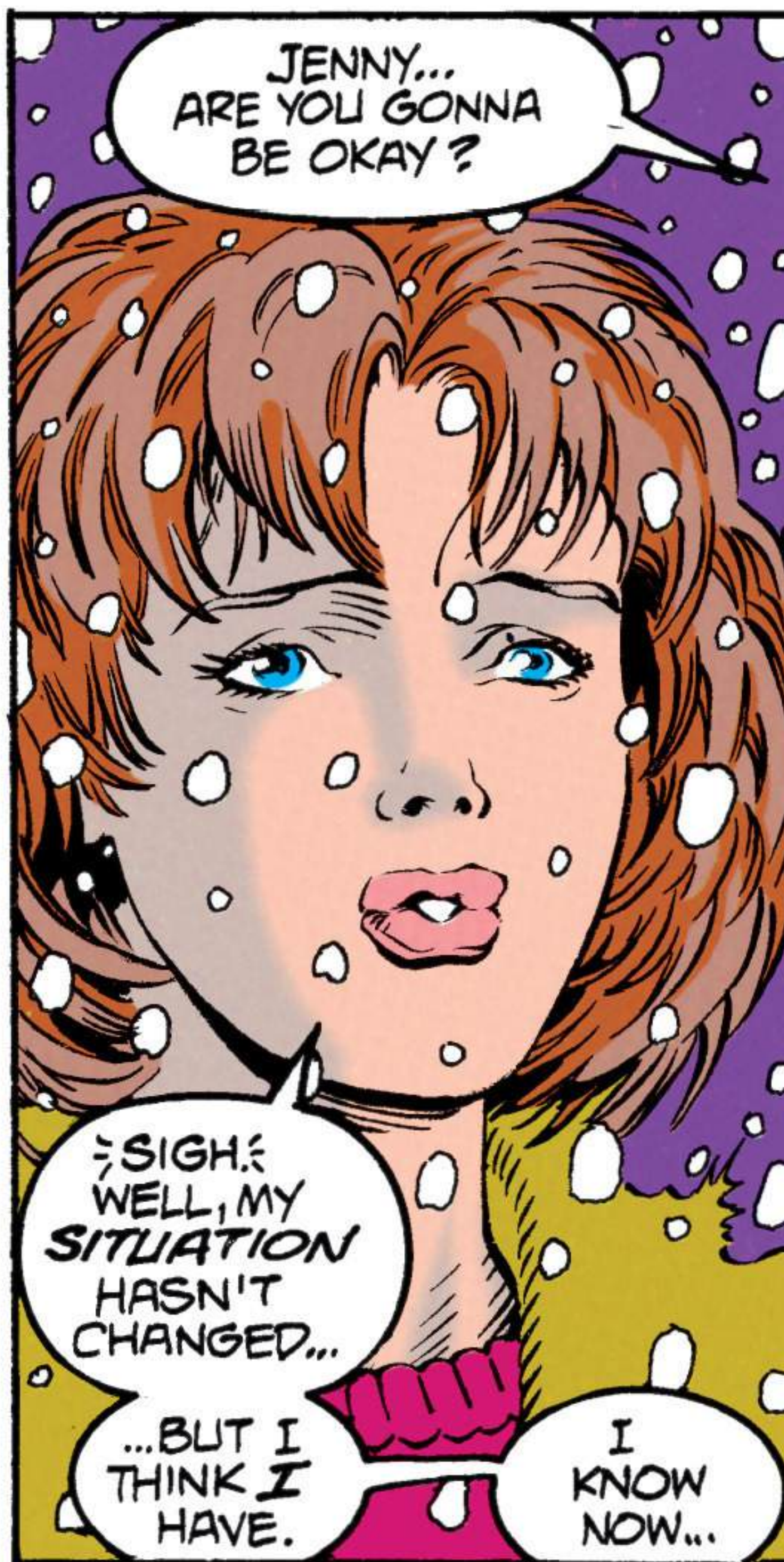


I'LL TAKE THIS MAN TO A HOMELESS SHELTER.

Y'KNOW, I THINK I'LL EVEN **VOLLUNTEER** THERE TONIGHT.

THIS IS ONE OF THEIR BUSIEST NIGHTS.

I'M SURE THEY CAN USE ALL THE HELP THEY CAN GET.



JENNY... ARE YOU GONNA BE OKAY?

SIGH: WELL, MY **SITUATION** HASN'T CHANGED...

...BUT I THINK **I** HAVE.

I KNOW NOW...



... I WANT TO MAKE MY LIFE COUNT FOR SOMETHING.

YOU **WILL**. YOU **ALREADY HAVE!**

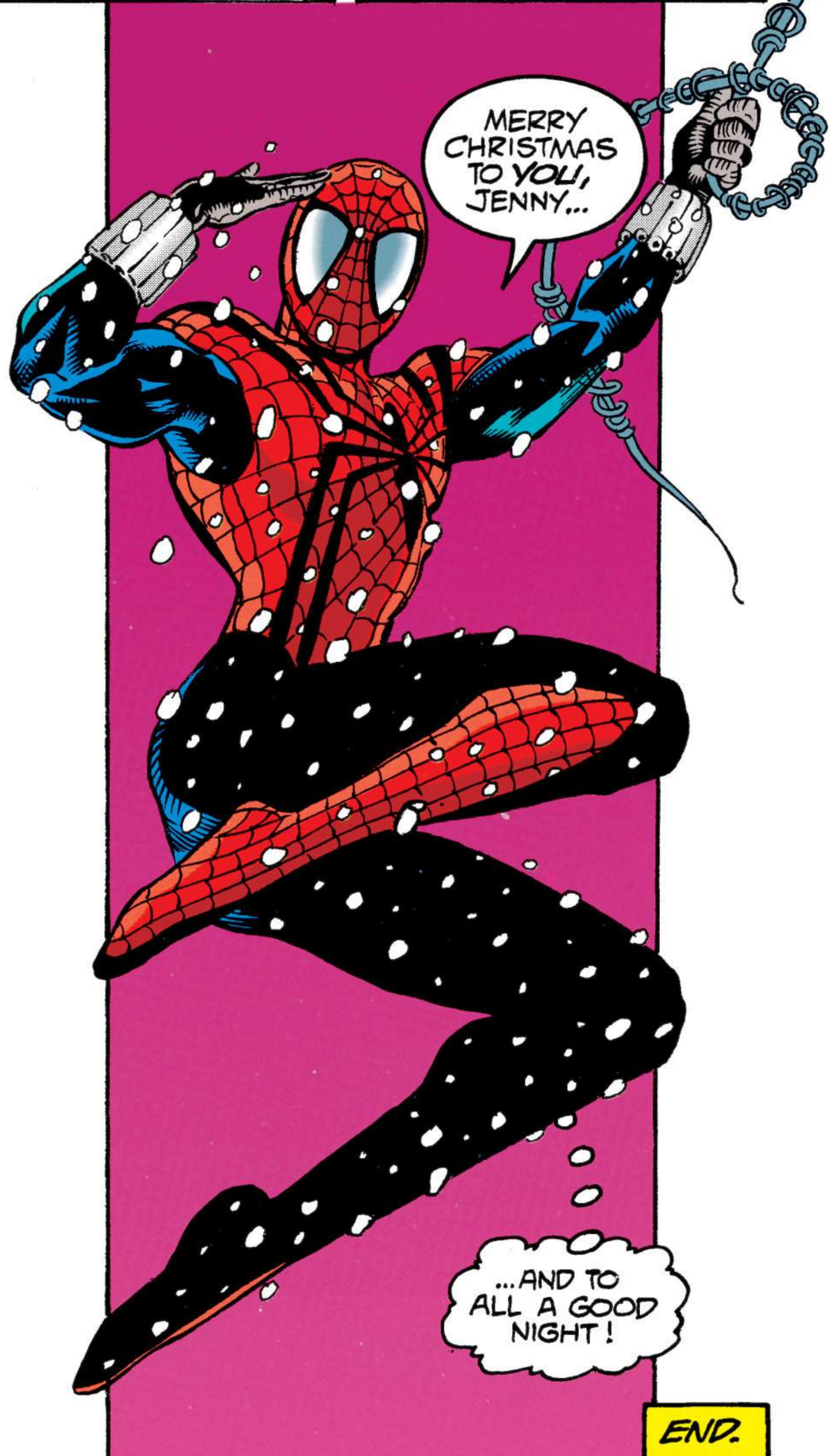


AS FOR ME...

...THERE ARE PLENTY OF **OTHER CREEPS** OUT THERE WITH THE SAME IDEA AS SCORCHER...

...SO SANTA WON'T BE THE **ONLY GOOD GUY** IN A FUNNY OUTFIT WHO'LL BE WORKING TONIGHT!

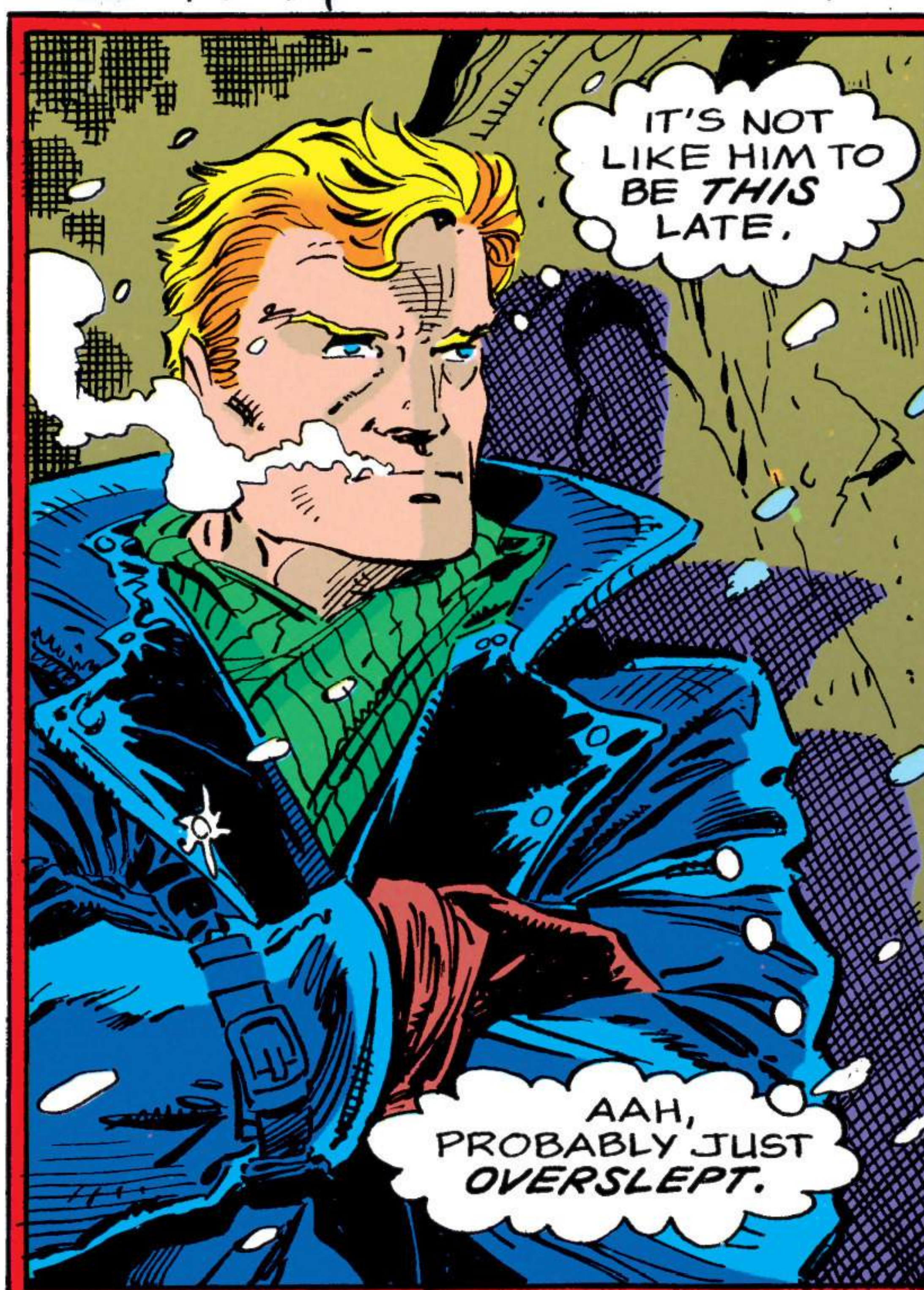
MERRY CHRISTMAS, SPIDER-MAN.



MERRY CHRISTMAS TO YOU, JENNY...

...AND TO ALL A GOOD NIGHT!

END.

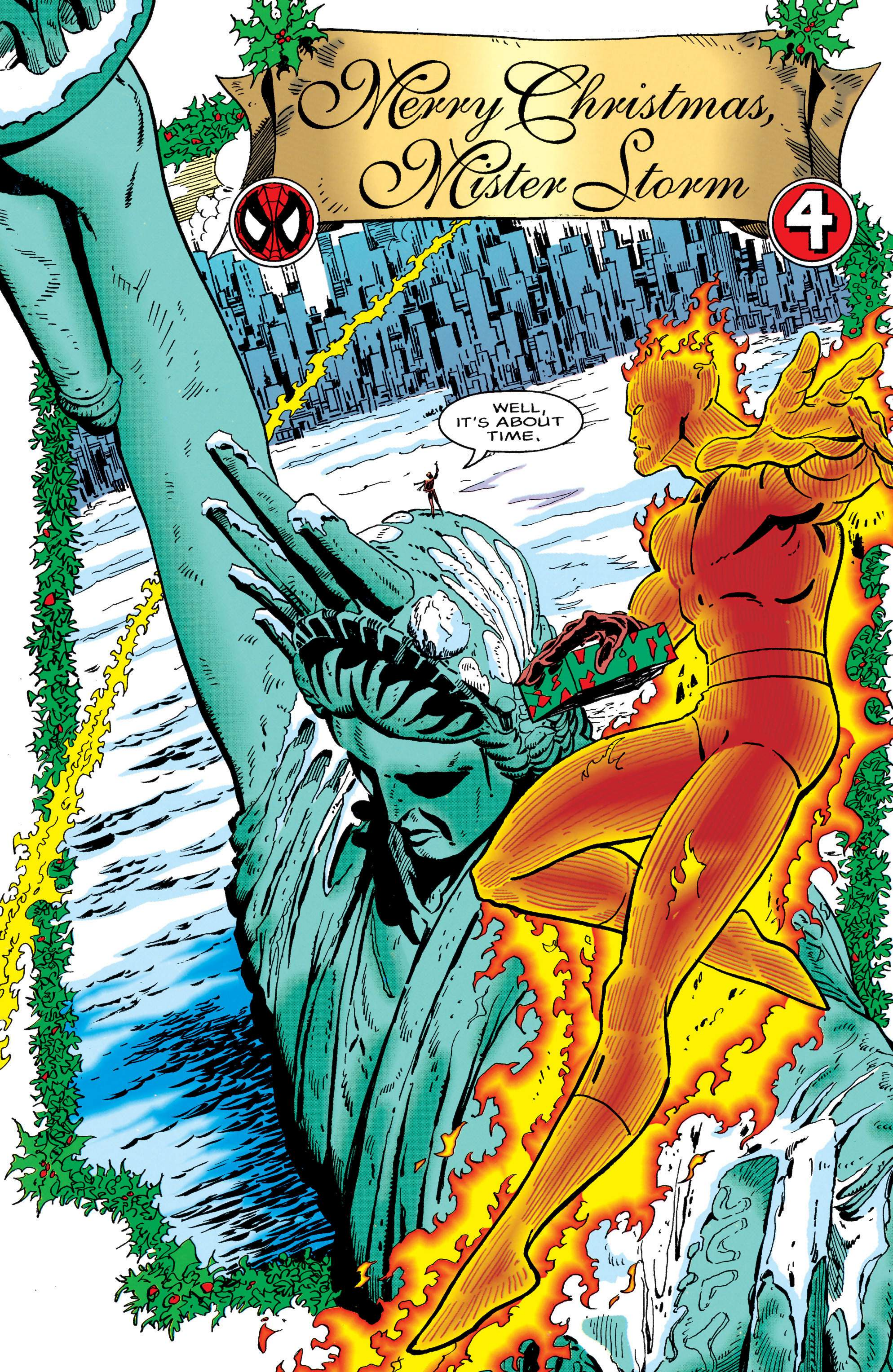


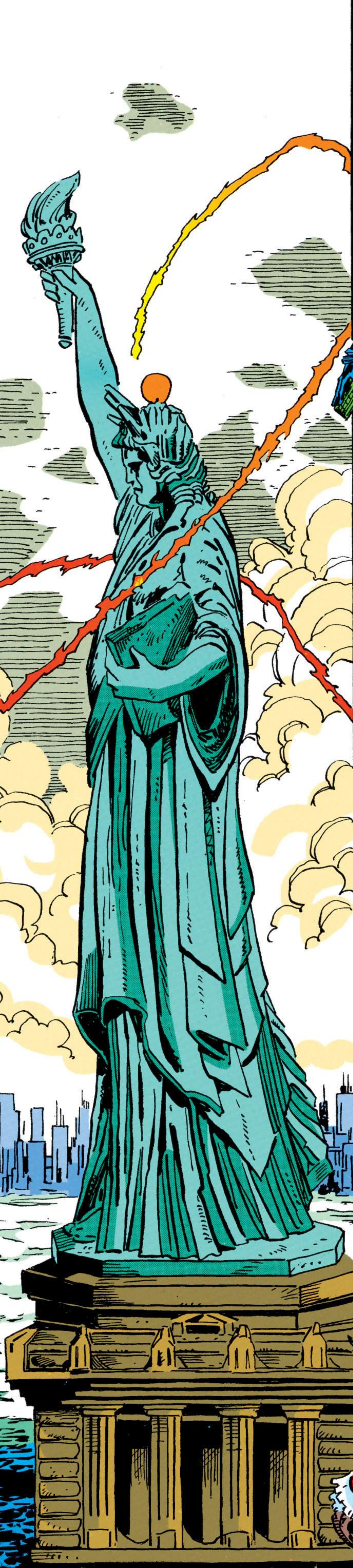


Merry Christmas, Mister Storm



WELL,
IT'S ABOUT
TIME.





HERE I AM, FREEZING MY WEBS OFF FOR HALF AN HOUR, AND YOU'RE IN A WARM BED, DREAMING OF SUGAR PLUMS.

IT'S THE SAME THING EVERY CHRISTMAS. I DON'T KNOW WHY I BOTHER...

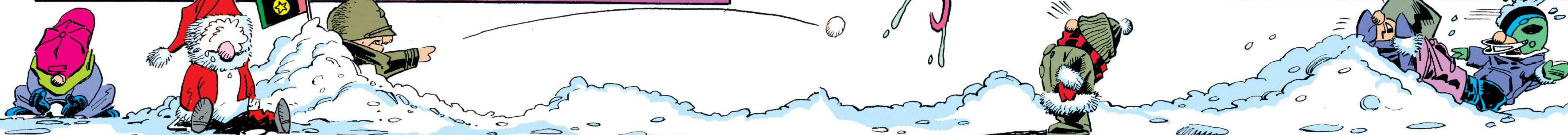
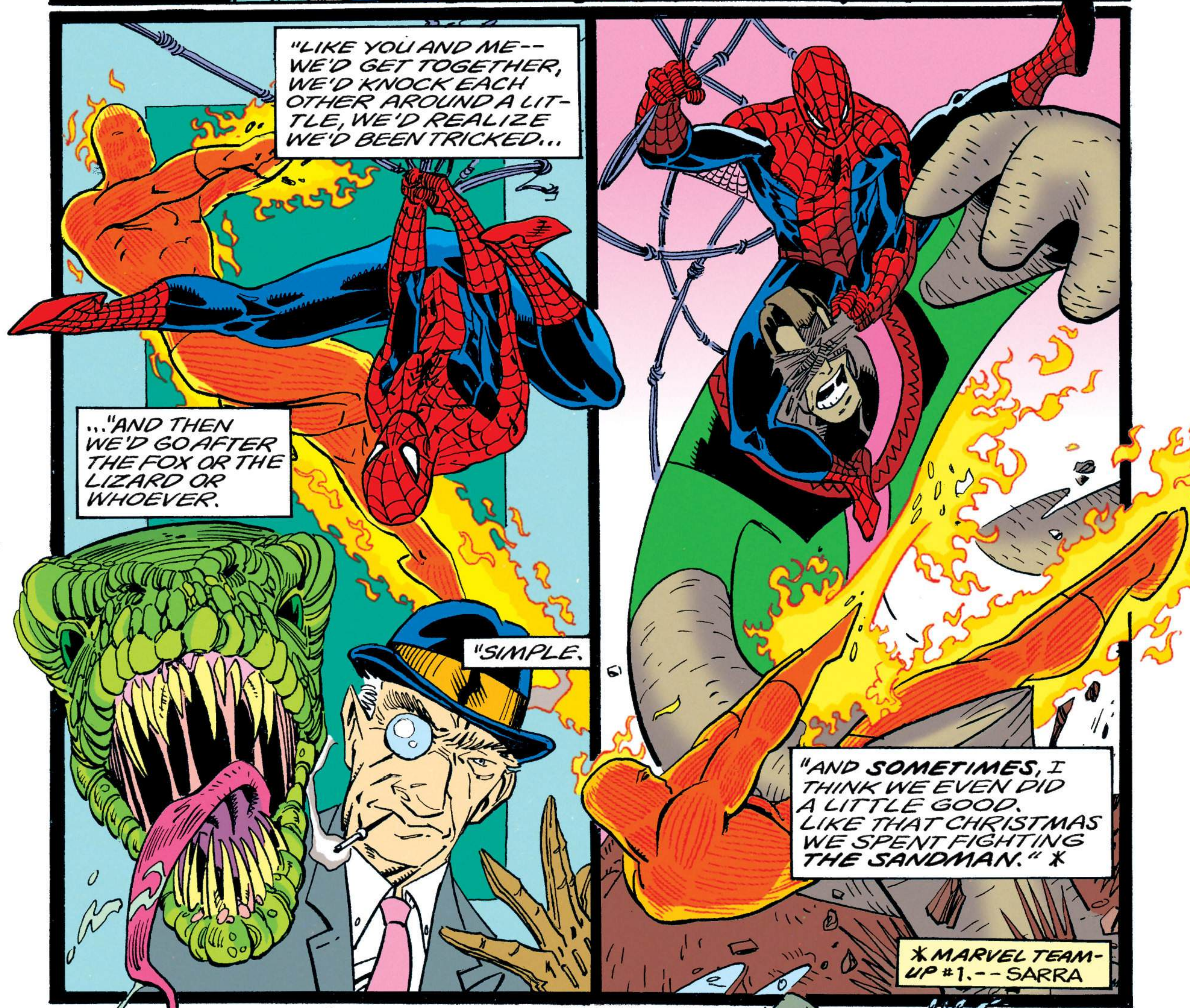
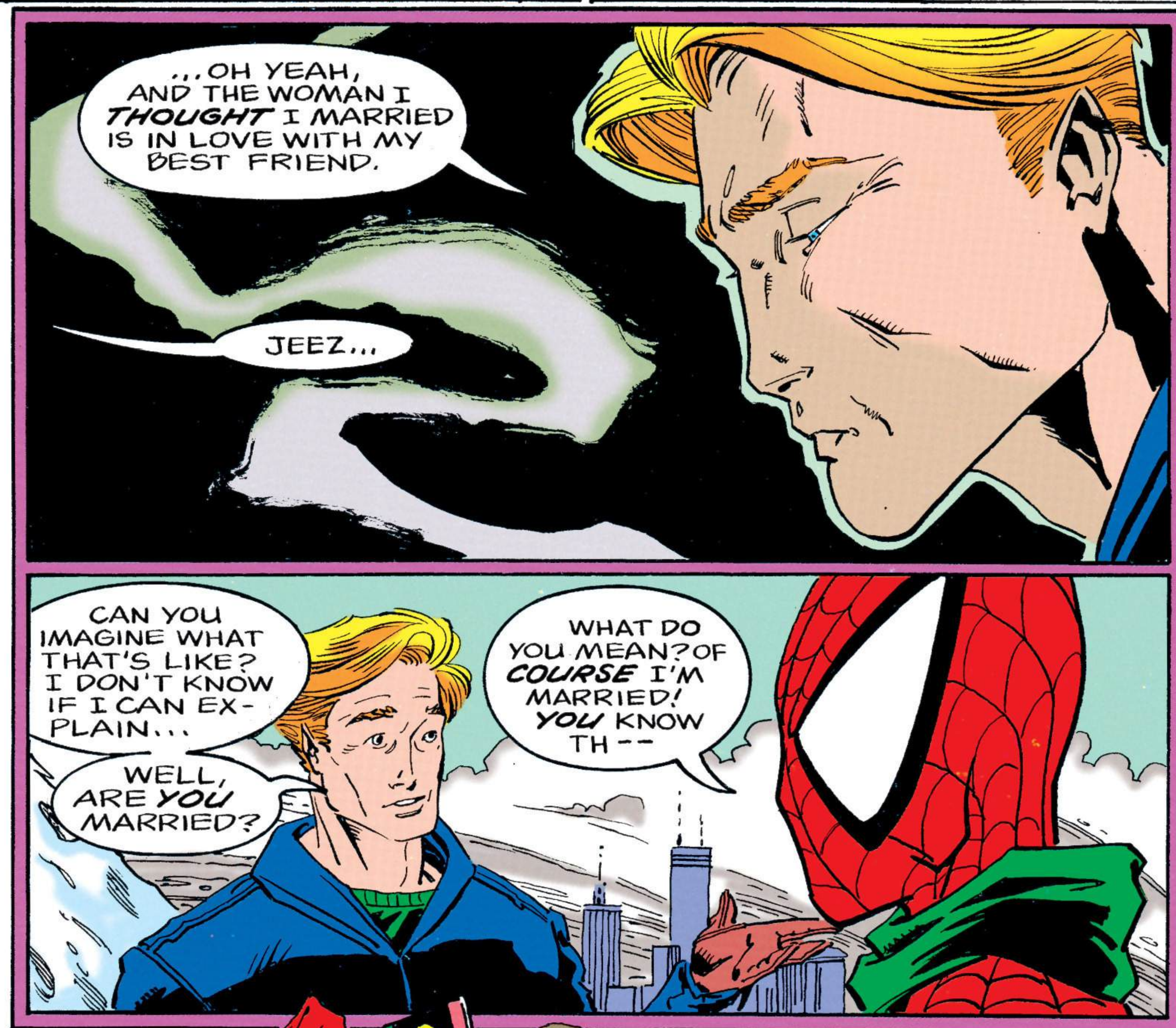
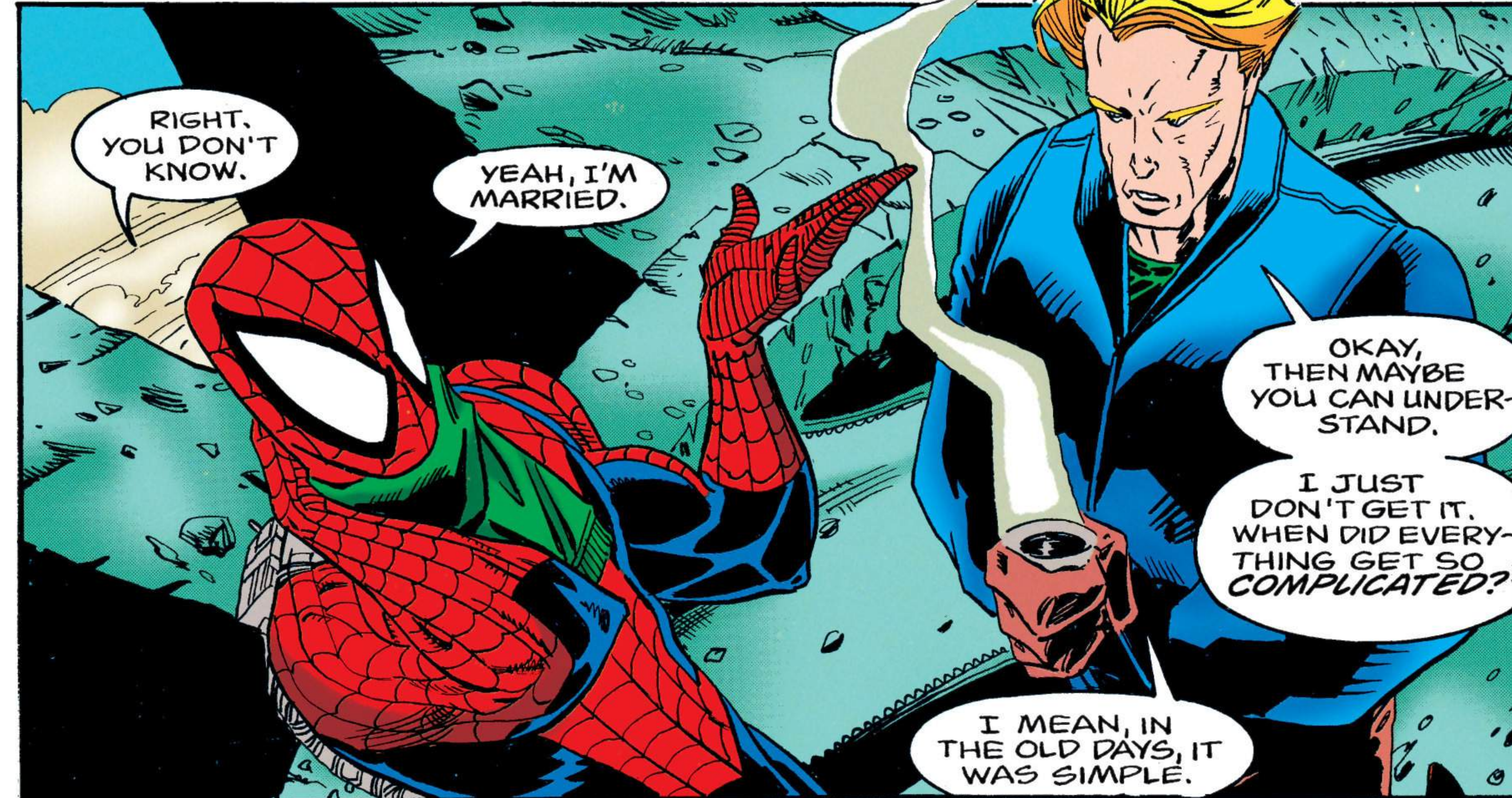
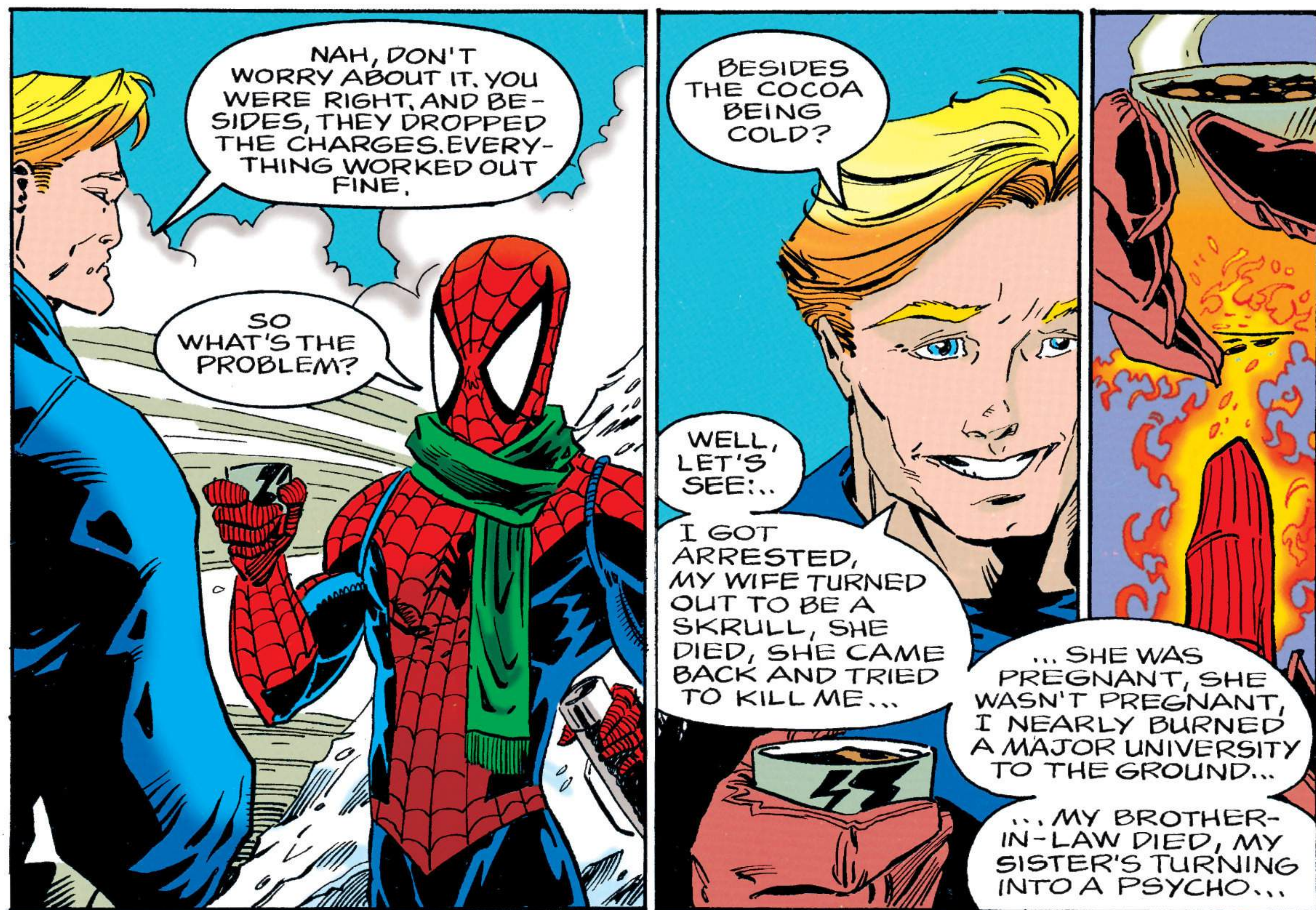
SORRY.

"SORRY"? NO COMEBACK? NO INSULT? NO SNOWBALL IN THE FACE?

YOU OKAY?

YEAH, SORRY. IT'S JUST BEEN KIND OF A ROUGH YEAR.

LISTEN, IF IT'S ABOUT ME TRYING TO GET YOU TO SURRENDER TO THE COPS AFTER THAT THING AT THE COLLEGE, I'M SORRY. I DIDN'T WANT...



Y'KNOW, TO THIS DAY,
I THINK THAT THE
FACT THAT WE TRUSTED
HIM ENOUGH TO
LET HIM GO VISIT HIS
MOM WAS A BIG PART
OF WHAT MADE HIM
GO STRAIGHT.



YEAH,
BUT HE STILL
ESCAPED DOWN
HER DRAIN!

HEY,
I DIDN'T SAY
IT HAPPENED
OVERNIGHT!

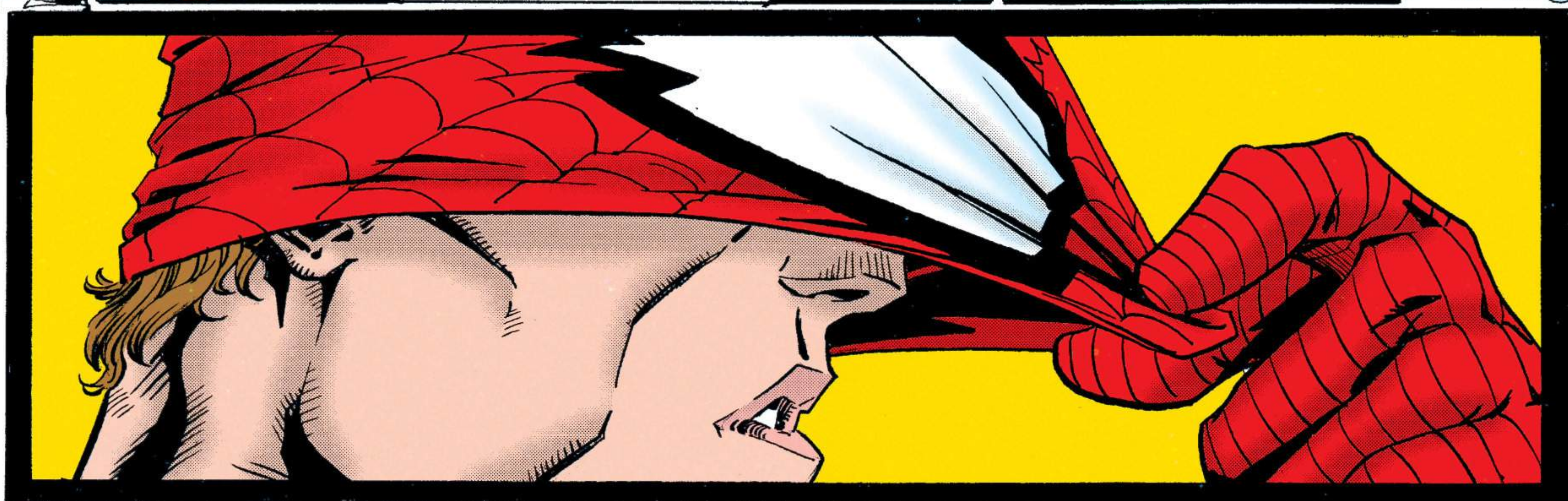


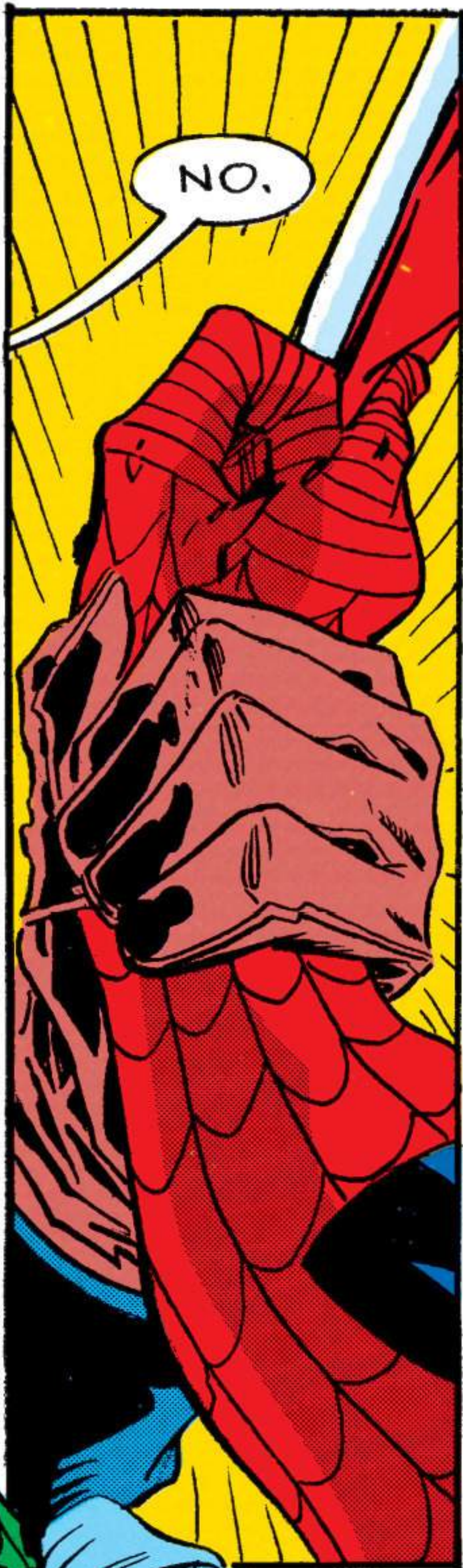
LISTEN,
JOHNNY...

I DON'T
THINK I'VE BEEN
A VERY GOOD FRIEND,
I MEAN, WE'VE KNOWN
EACH OTHER A LONG
TIME. HECK, YOU'RE
PROBABLY THE CLOSEST
FRIEND I'VE GOT IN
THIS BUSINESS.

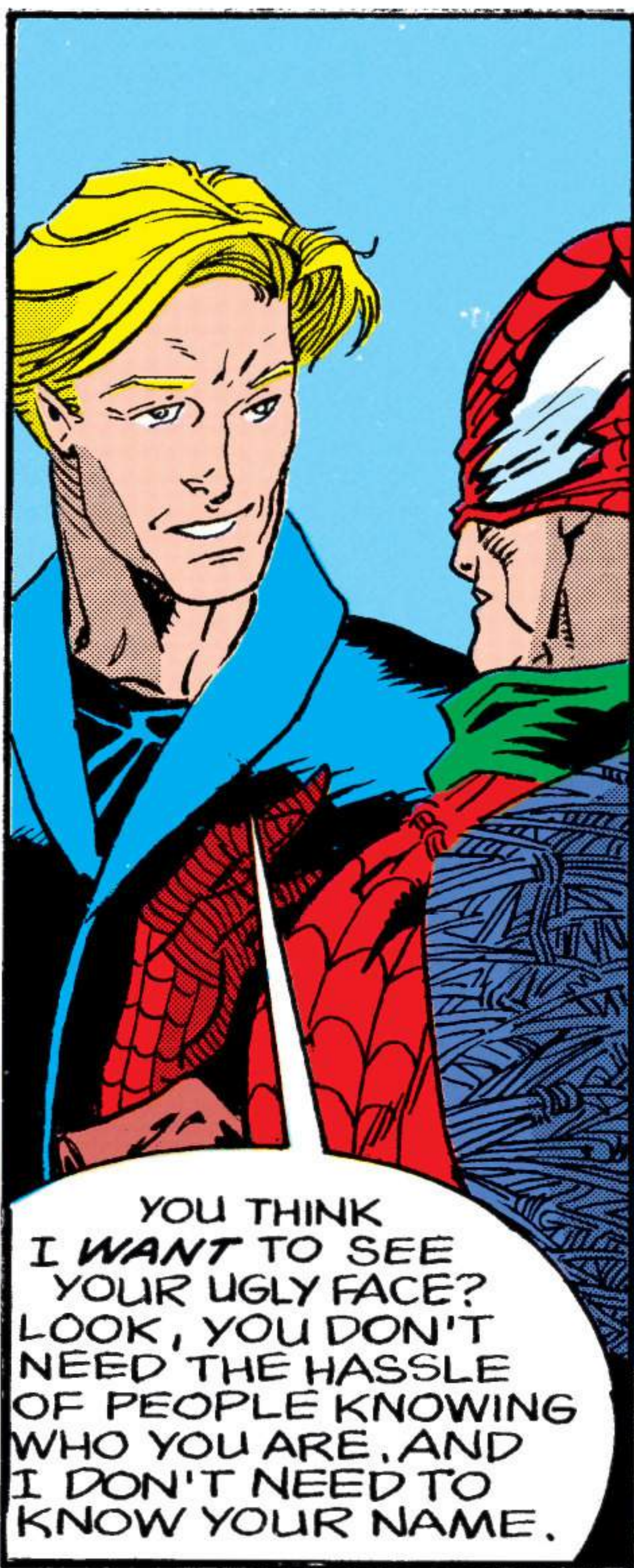
BUT
I'VE KEPT
SECRETS
FROM
YOU.

AND,
WELL...

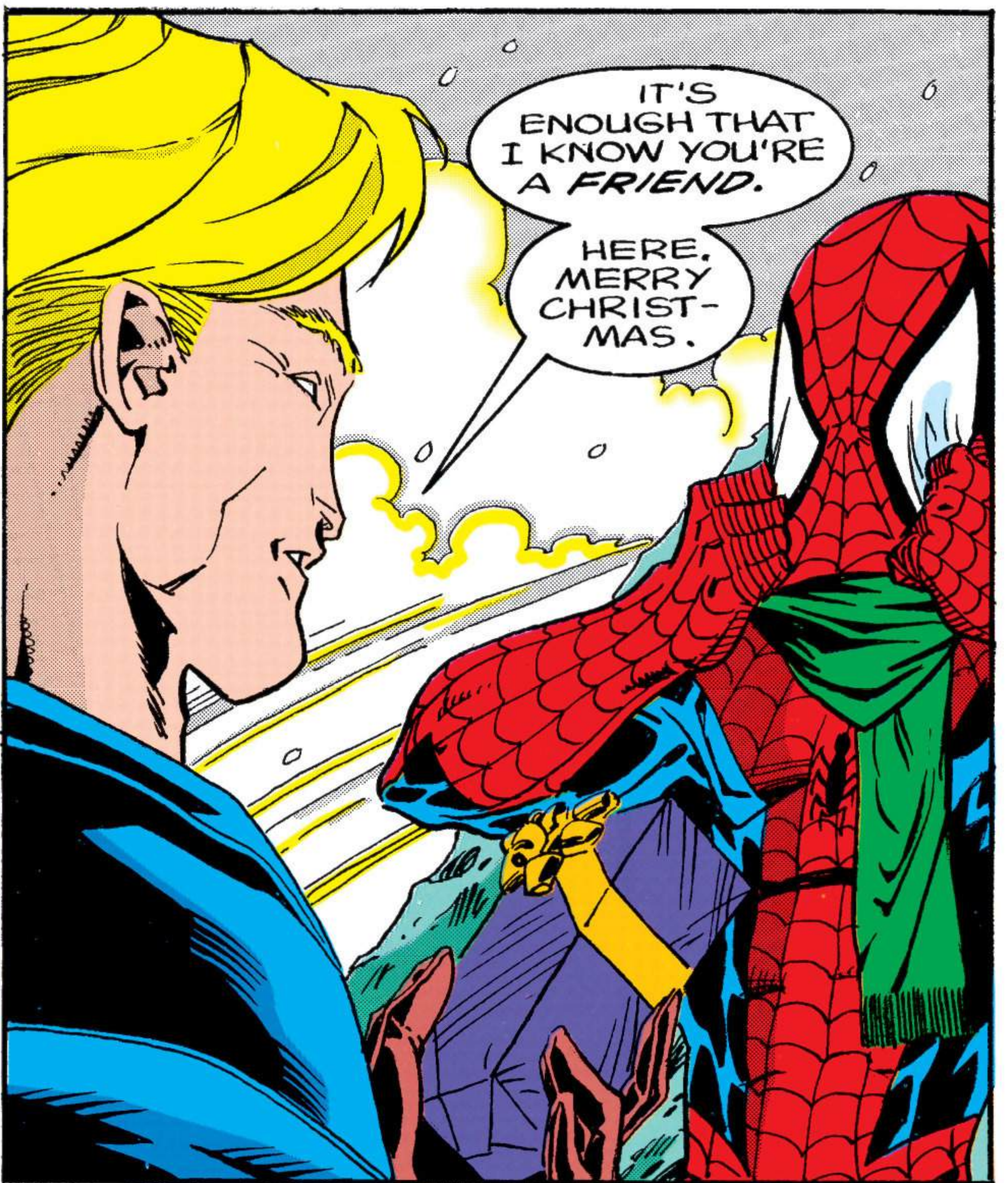




NO.

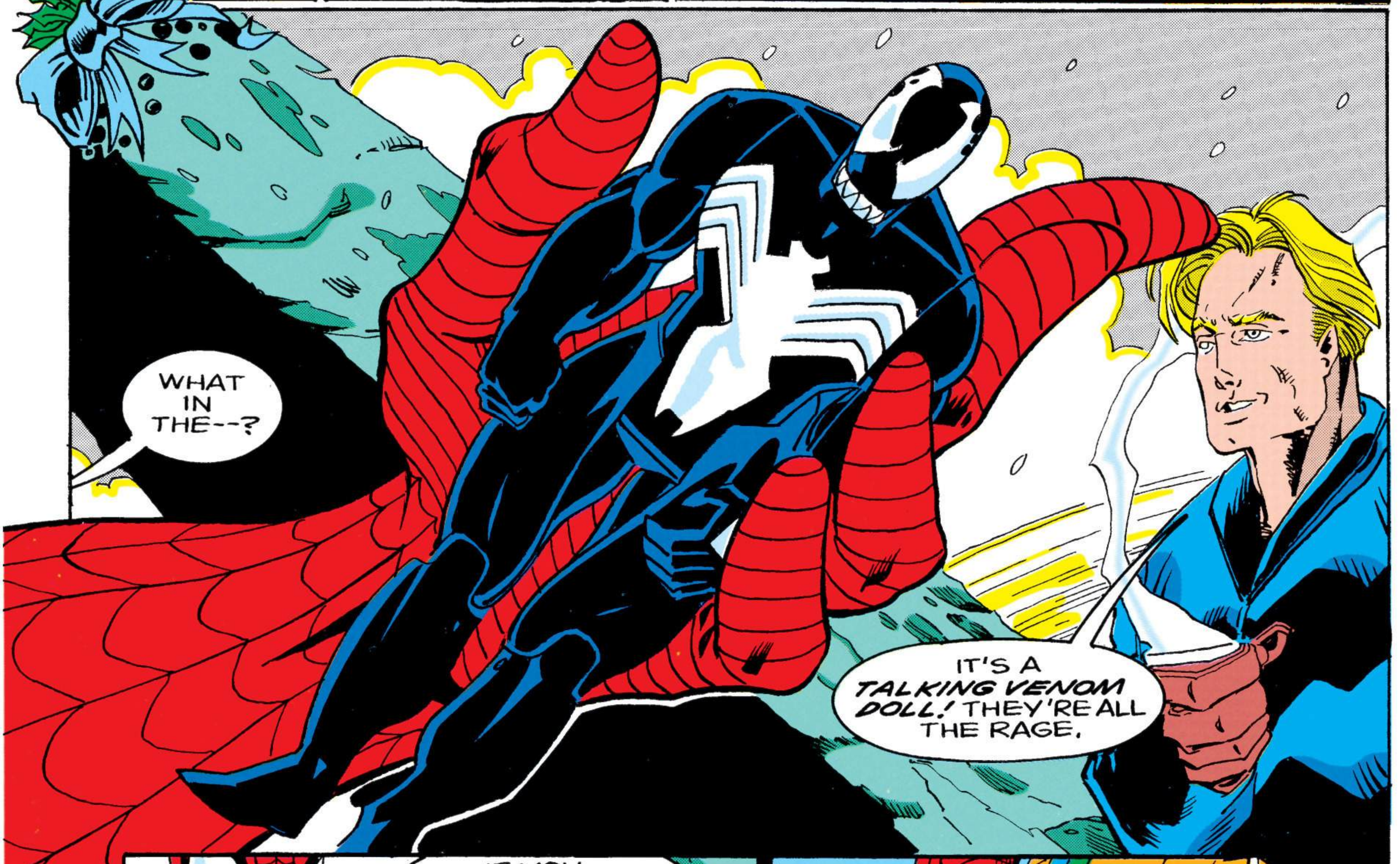


YOU THINK I *WANT* TO SEE YOUR UGLY FACE? LOOK, YOU DON'T NEED THE HASSLE OF PEOPLE KNOWING WHO YOU ARE, AND I DON'T NEED TO KNOW YOUR NAME.



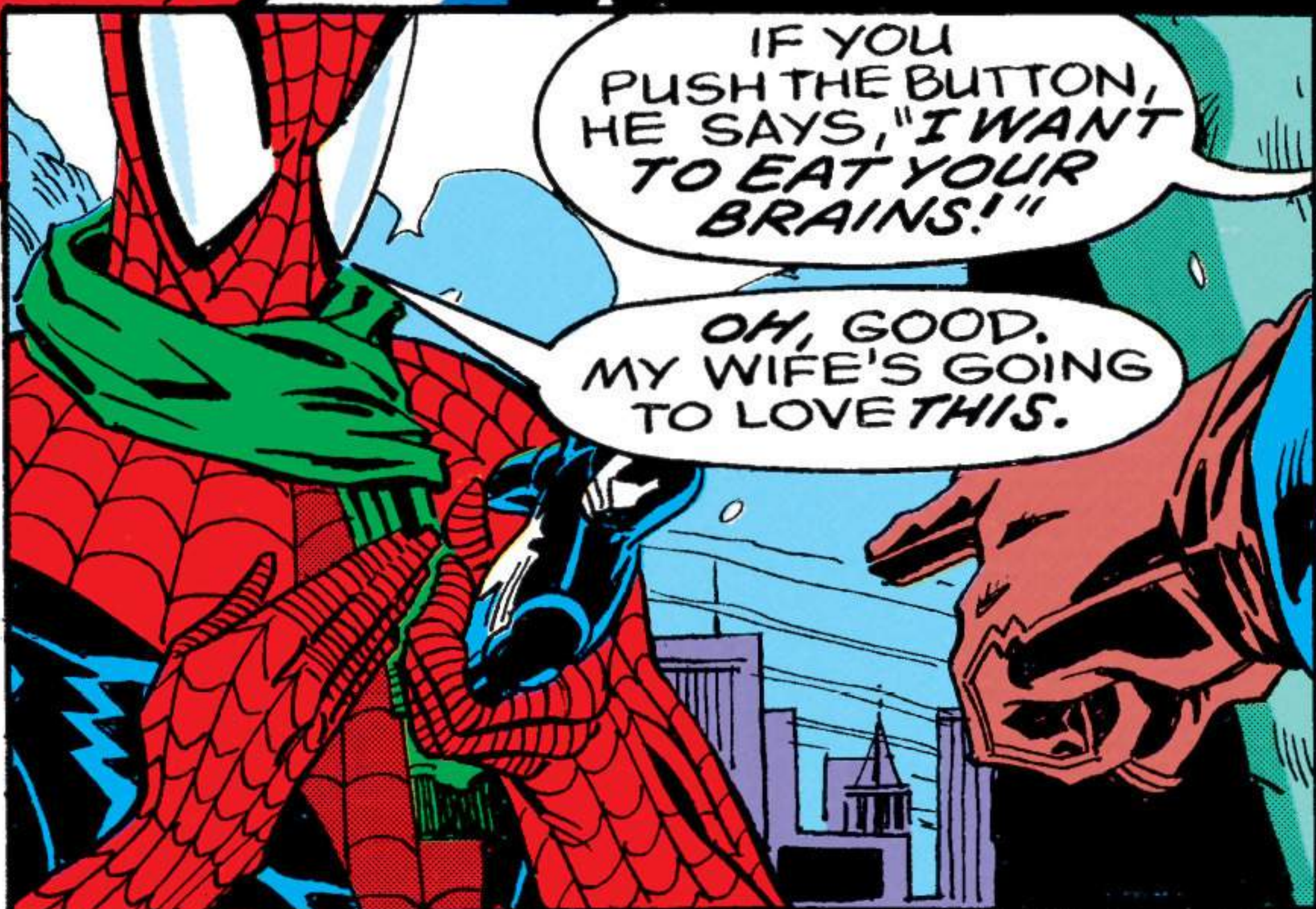
IT'S ENOUGH THAT I KNOW YOU'RE A *FRIEND*.

HERE, MERRY CHRISTMAS.



WHAT IN THE--?

IT'S A *TALKING VENOM DOLL*! THEY'RE ALL THE RAGE.

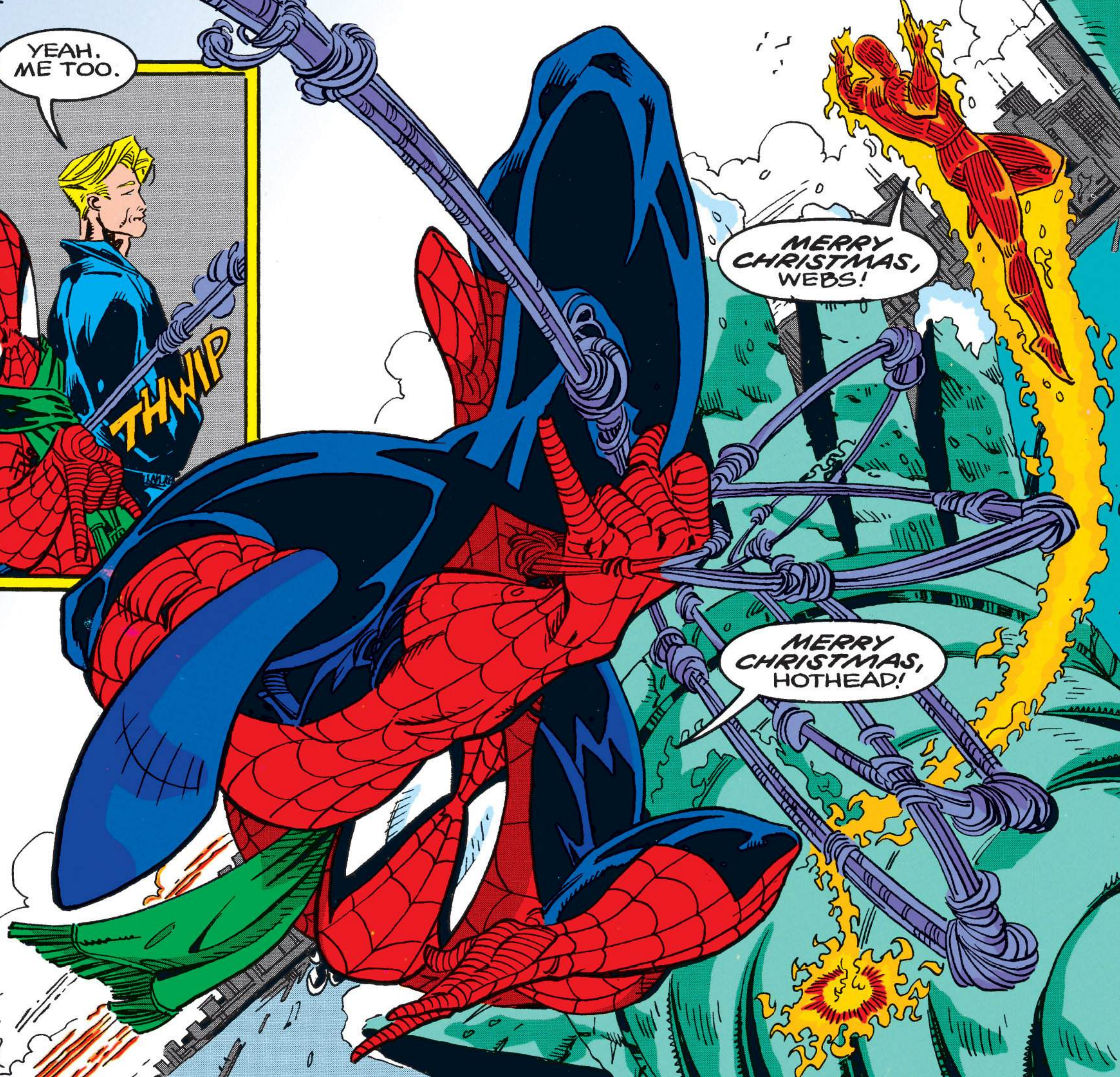
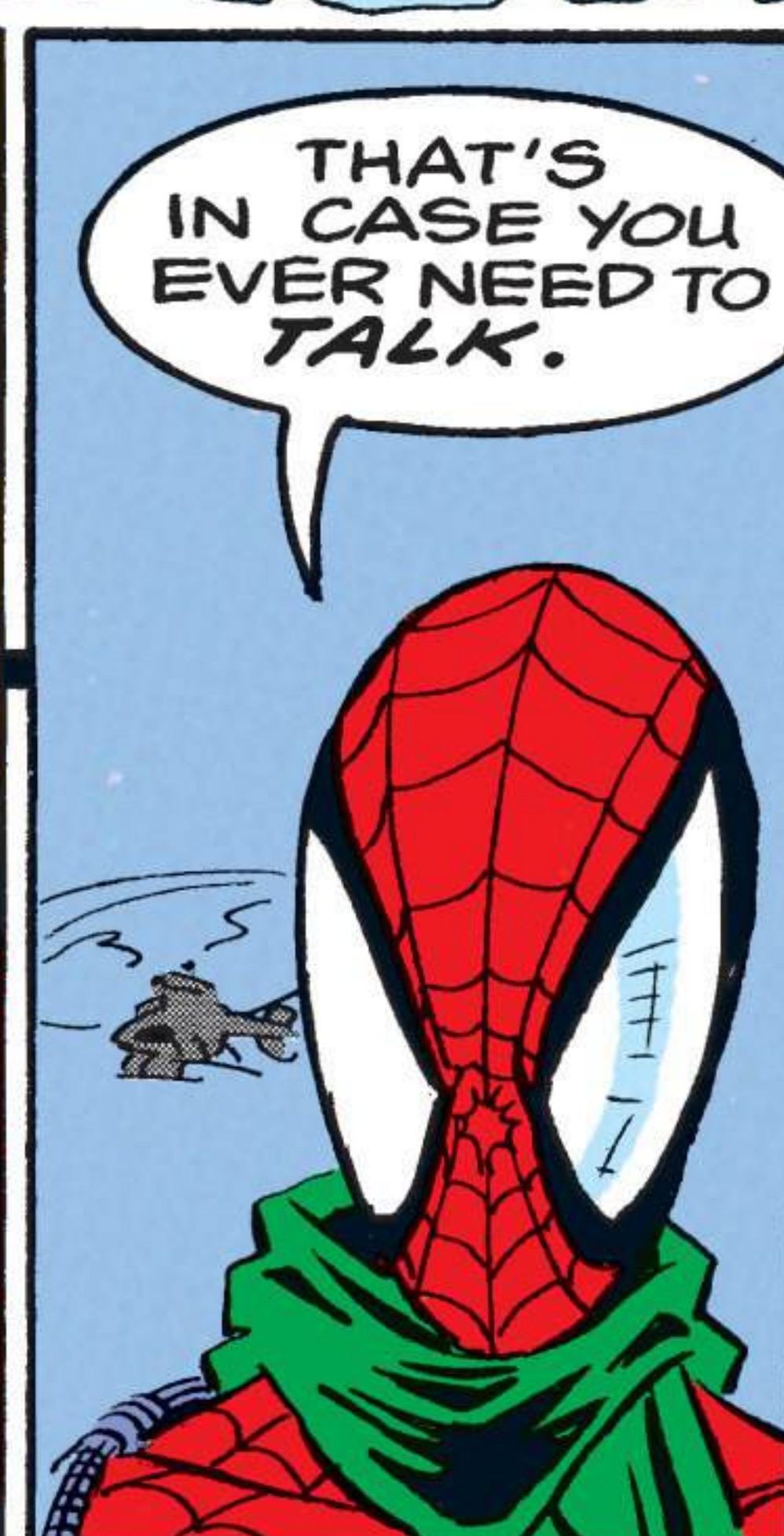
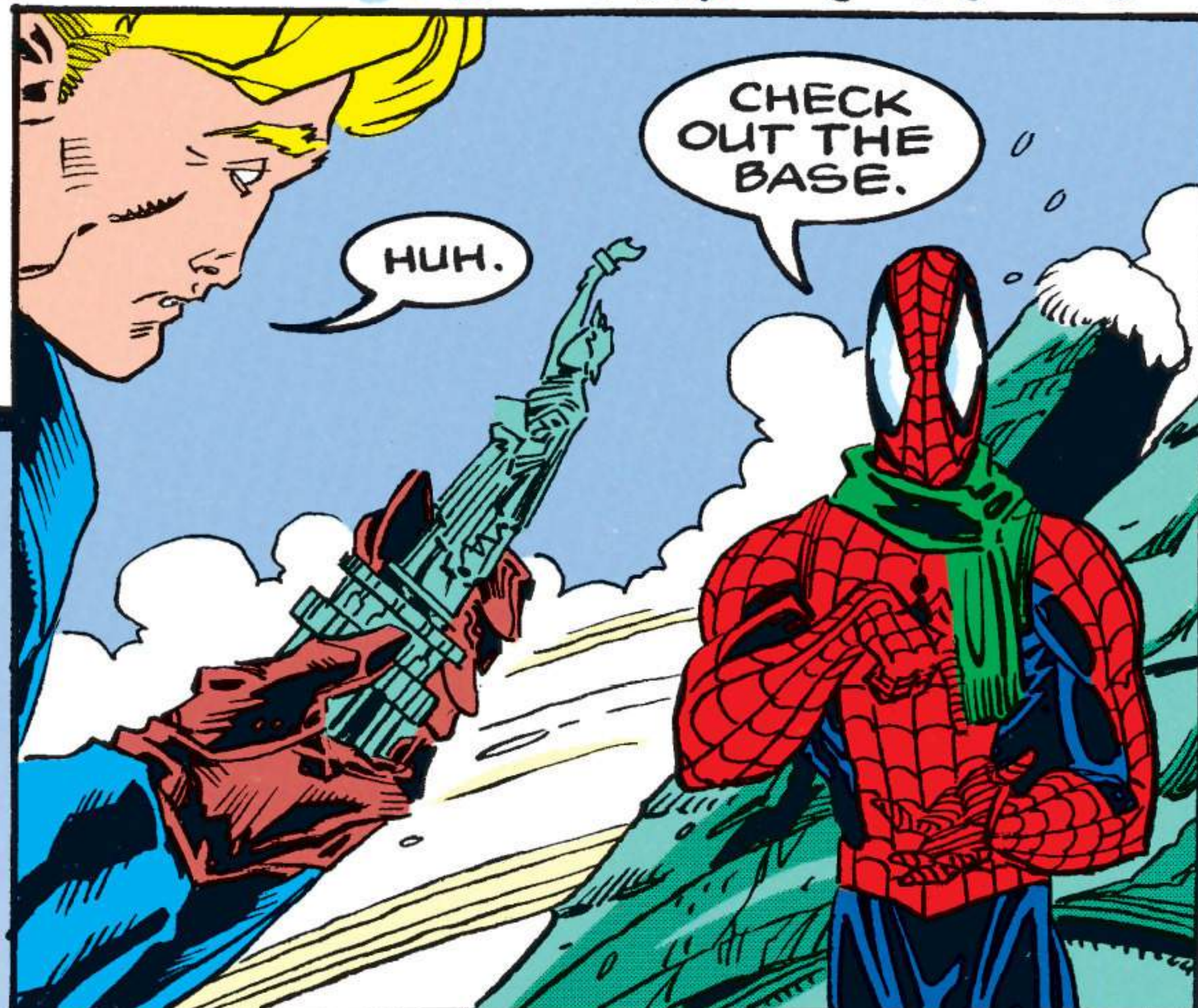


IF YOU PUSH THE BUTTON, HE SAYS, "I WANT TO EAT YOUR BRAINS!"

OH, GOOD. MY WIFE'S GOING TO LOVE *THIS*.

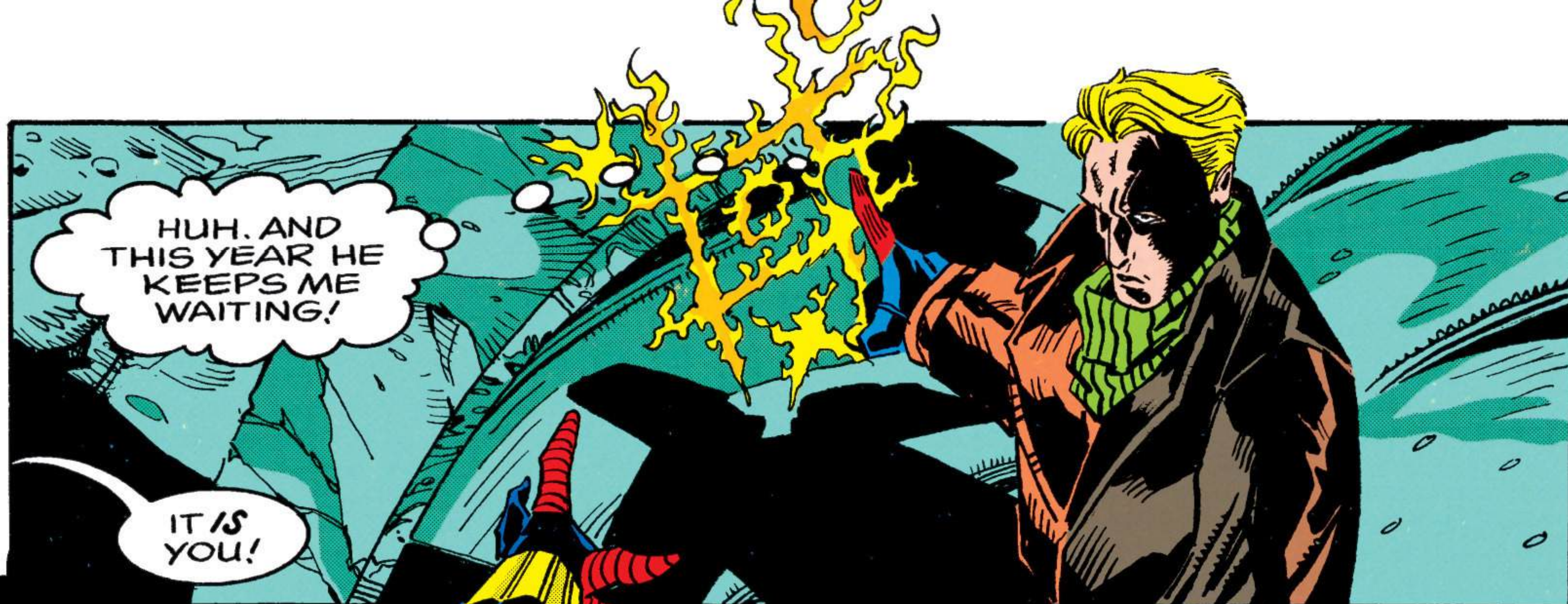


HERE, THIS ONE'S FOR YOU.



MERRY CHRISTMAS, WEBS!

MERRY CHRISTMAS, HOTHEAD!



HUH. AND
THIS YEAR HE
KEEPS ME
WAITING!

IT *IS*
YOU!



FINALLY!

WHAT, YOU
HAD TO BE *TWO*
HOURS LATE SO YOU
COULD CHANGE YOUR
COSTUME?!

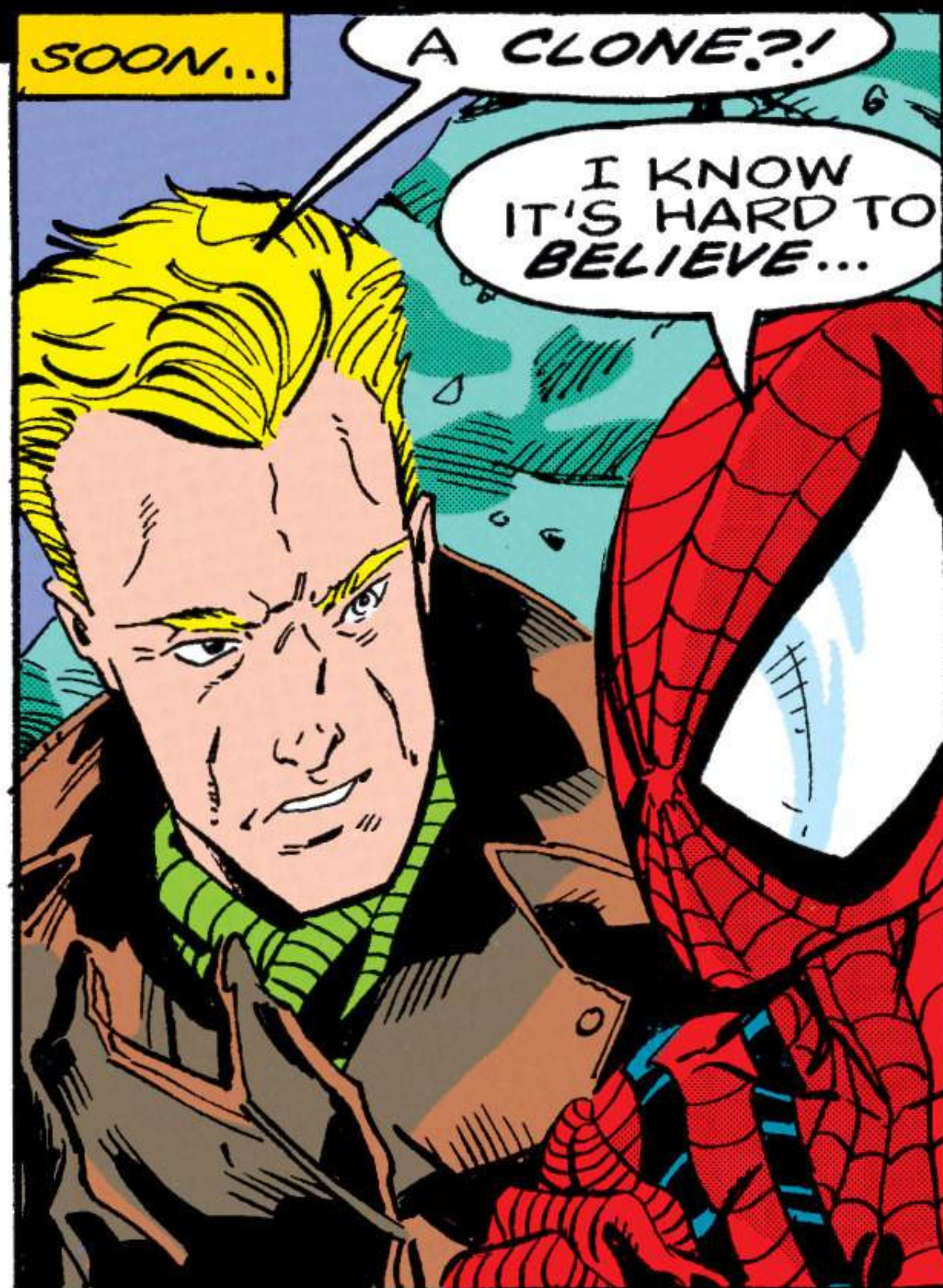
YOU
SOUND LIKE
YOU WERE
EXPECTING
ME.

EXPECTING
YOU?

"CHRISTMAS
MORNING"? DOES
THAT RING A
BELL?

OH,
I GET
IT.

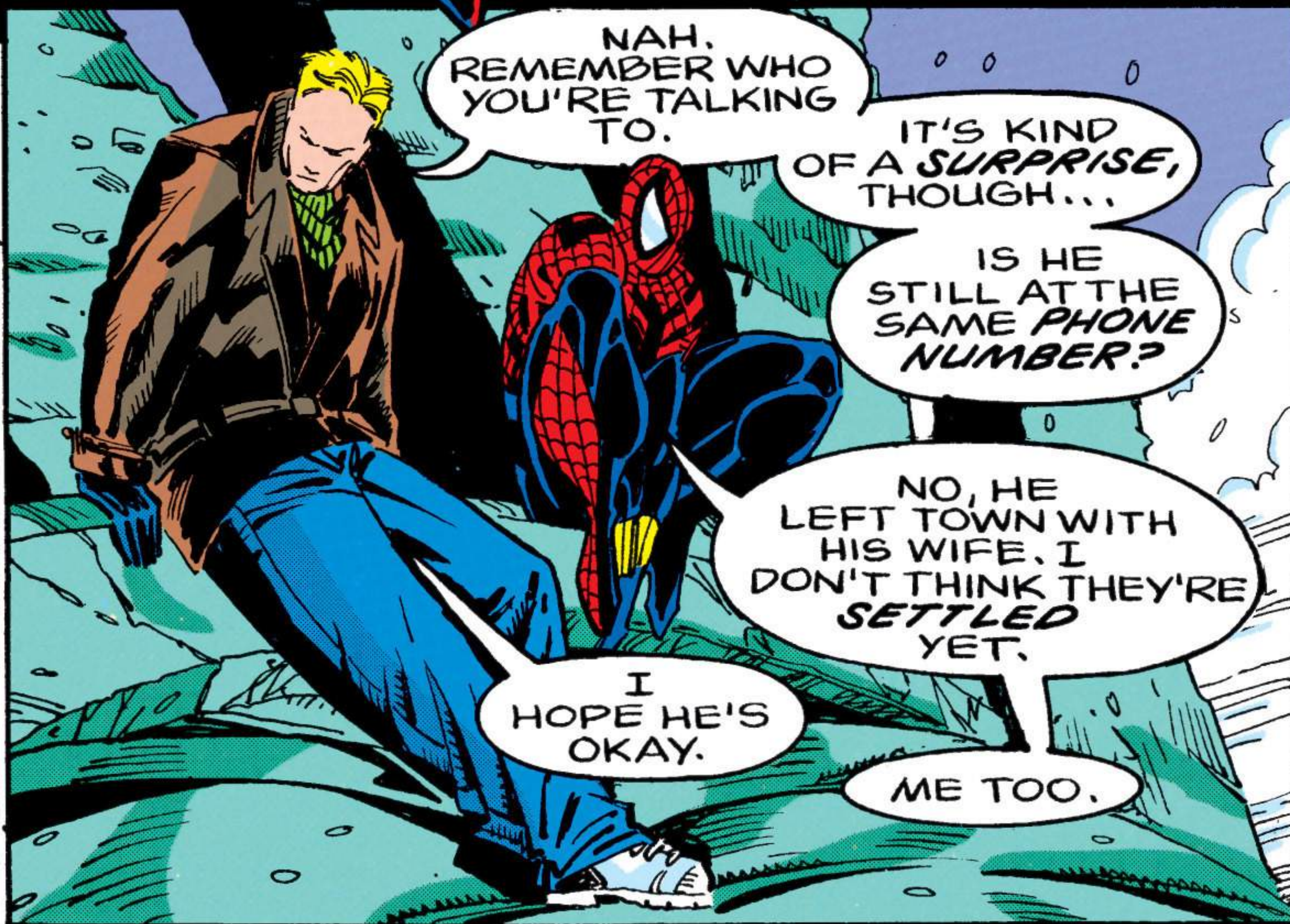
LISTEN,
I THINK YOU'VE
GOT ME CONFUSED
WITH SOMEONE
ELSE...



SOON...

A CLONE?!

I KNOW
IT'S HARD TO
BELIEVE...



NAH.
REMEMBER WHO
YOU'RE TALKING
TO.

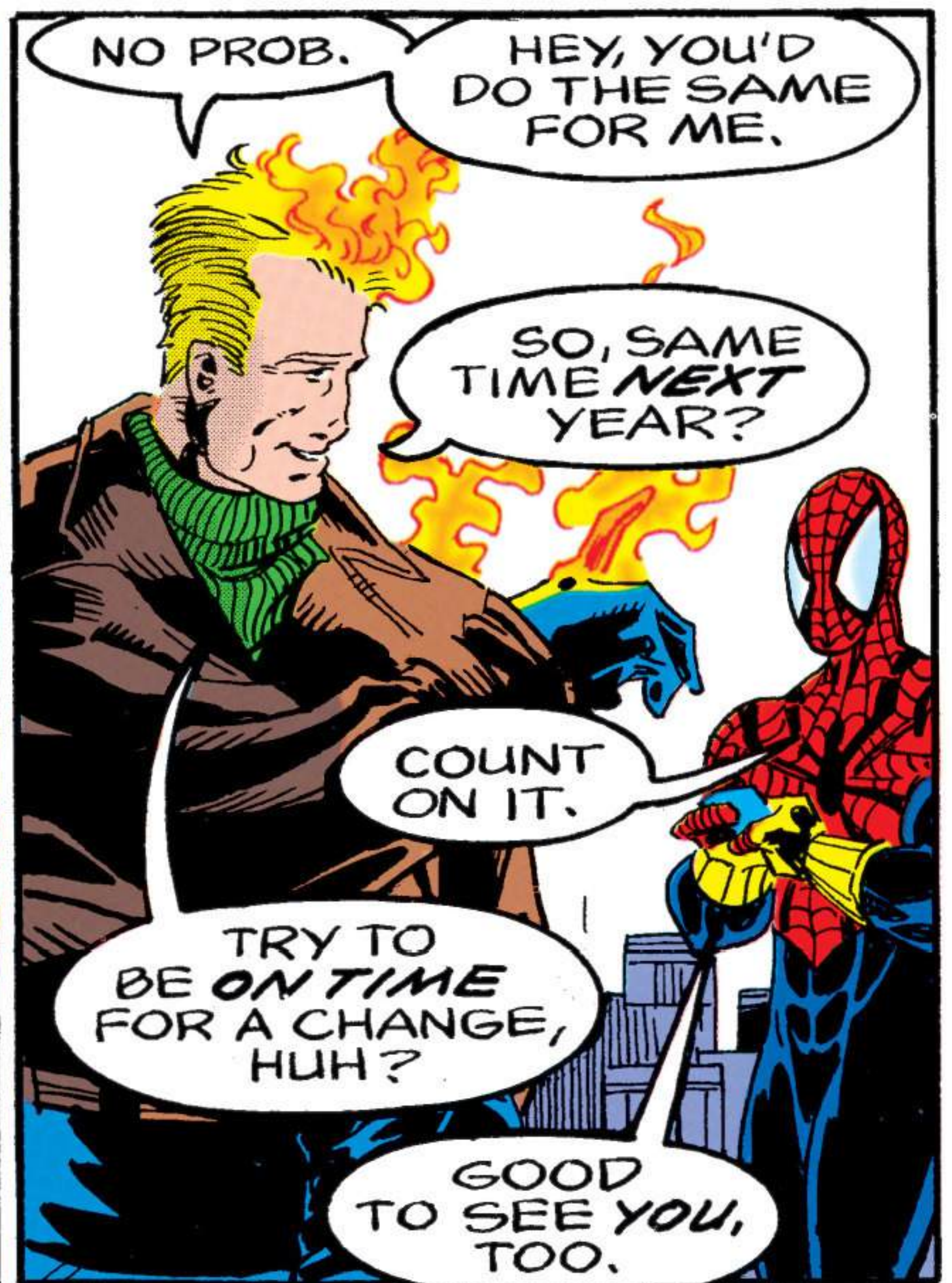
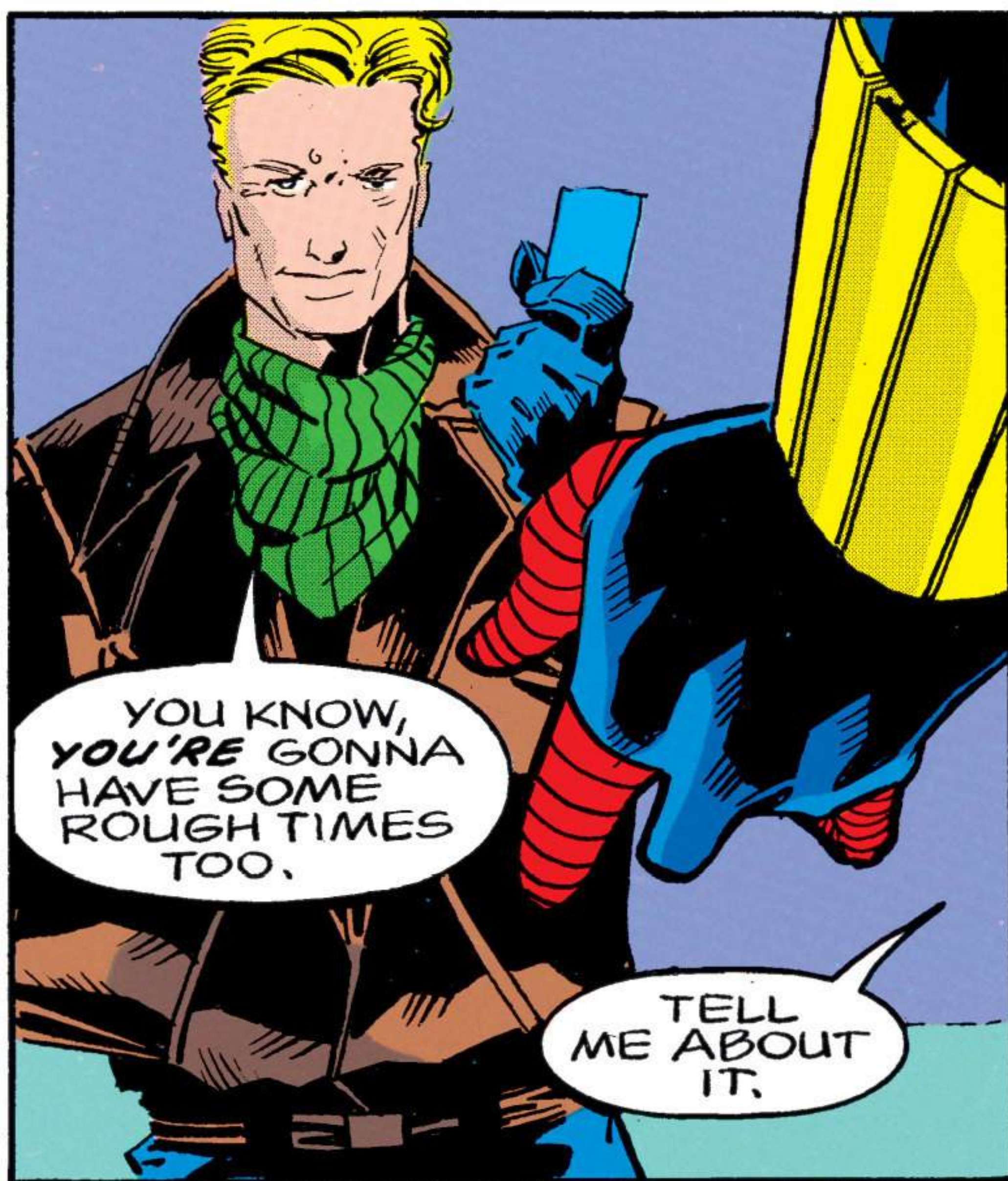
IT'S KIND
OF A *SURPRISE*,
THOUGH...

IS HE
STILL AT THE
SAME *PHONE*
NUMBER?

NO, HE
LEFT TOWN WITH
HIS WIFE. I
DON'T THINK THEY'RE
SETTLED
YET.

I
HOPE HE'S
OKAY.

ME TOO.





**SENSATIONAL SPIDER-MAN #1 VARIANT COVER
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Collecting *Amazing Spider-Man* (1962) #407-408, *New Warriors* (1990) #67, *Sensational Spider-Man* (1996) #1, *Spectacular Spider-Man* (1976) #230, *Spider-Man* (1990) #64-65, *Spider-Man/Punisher: Family Plot* #1-2, *Web of Scarlet Spider* #3-4, and material from *Spider-Man Holiday Special* and *Venom: Along Came A Spider* #1-4 — written by Tom DeFalco, Evan Skolnick, Dan Jurgens, Todd Dezago, Howard Mackie, Tom Lyle, Glenn Greenberg, Sholly Fisch and Larry Hama; and illustrated by Mark Bagley, Patrick Zircher, Dan Jurgens, Sal Buscema, John Romita Jr., Tom Morgan, Dick Giordano, Mike Harris, Mike Manley, Shawn McManus, Joe Bennett, Paris Karounos, Kevin Maguire, Bob Brown, Josh Hood, Tom Grindberg and Joe St. Pierre.



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